



Irene Gomez-Bethke Papers.

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By-Laws
CENTRO LEGAL, INC.
(As Amended on February 13, 1986)

ARTICLE I. NAME

This corporation shall be called "CENTRO LEGAL, INC."
(for purposes of these By-Laws the corporation shall be referred to as "CENTRO").

ARTICLE II. PURPOSES

The mission of Legal Inc. mission is
~~is establish~~ to provide legal relief to all
low-income, distressed and under privileged persons, with an
emphasis on the Hispanic ^{and the Asian American} community of Minnesota. ~~This shall~~
~~be accomplished through high-quality legal services and an~~
^{bilingual, bicultural} ~~emphasis on community participation in legal matters.~~

ARTICLE III. BOARD OF DIRECTORS

A. Responsibilities: The Board of Directors
(hereinafter shall be referred to as "Board") is entrusted
with the management, control and direction of CENTRO'S
subject to the Articles of Incorporation and the By-Laws of
CENTRO.

B. Composition and Election of Board of Directors:
The Board shall consist of twelve (12) elected voting
Directors, and the Chief Executive Officer, who sits as an
ex officio member. In addition, the Board may from time to
time appoint additional ex officio members as it deems
appropriate. The additional ex officio members shall sit
for a fixed term determined by the Board, not to exceed

*Domestic
Language
Cultural
Barriers
Access
to Trade
Legal
Issues*

three (3) years. Each director shall be elected at the annual meeting by a majority of the Active Members and Directors present.

Each Director of the Board shall represent one of three categories: community, organizational, and attorney. The twelve Director Board shall consist of three ²(3) persons from the community serviced by CENTRO, three ²(3) persons who are representatives of community-based organizations which serve low-income, distressed and/or under privileged persons, three ²(3) persons who are admitted and currently licensed to practice law in the State of Minnesota, and 3 persons at large.

C. Term and Vacancy of Directors: Each elected Director shall serve for a term of three (3) years, with the positions of four Directors, one from each category, terminating at each annual meeting. Directors may be elected to more than one term. In the event of a vacancy in any position on the Board, the remaining Directors shall appoint a new Director who shall serve until the next annual meeting is held, at which time a successor will be elected for the unexpired term.

D. Removal of Directors: A Director shall be automatically removed from the Board for failure to attend two consecutive Board meetings without an excuse. Failure to notify an Executive Committee member or prior to the meeting of an inability to attend a meeting constitutes an unexcused absence. A Director may be removed for violation

of the Articles of Incorporation, the By Laws of CENTRO, or for any other conduct which places Centro in an unfavorable light in the community. Removal shall be made in the manner set out under Article VIII.

E. Meetings and Quorum: The Board shall hold at least one meeting per calendar quarter. At the first regularly scheduled meeting the Board shall decide on the number of meetings and specific dates for the current calendar year. A special meeting of the Board can be called by the President or four (4) members of the Board upon two days notice. 50% active Seven (7) voting members of the Board shall constitute a quorum and can conduct business.

F. Voting: In the transaction of business at any meeting of the Board, the majority vote of the Directors present shall be decisive. In the event of a tie vote, the Presiding Officer shall cast the deciding vote.

G. Powers of the Board: The Board shall have the power to make such regulations and take such action not inconsistent with the Articles of Incorporation, and By Laws, as, in its judgment, may be necessary for the welfare or to promote the purpose of CENTRO. This includes, but is not necessarily limited to

1. Ensuring that CENTRO'S mission, direction and goals are clearly and appropriately defined;
2. Reviewing program plans and budgets;
3. Selection and evaluation of the Chief Executive Officer.

4. Collection and Disbursement of CENTRO'S funds, and the delegation of this function to the Finance Committee.
5. Evaluating the over all effectiveness of the organization;
6. Representing CENTRO to the public and conversely the needs and interests of the public to CENTRO.
7. Appointing and hiring a Certified Public Accountant

The Board can and should delegate the day-to-day management of CENTRO to The Chief Executive Officer and his/her staff.

ARTICLE IV: OFFICERS

A. Elections: The officers of CENTRO shall be a President, Vice-President, Secretary, and Treasurer. The officers shall be elected by a majority of the Directors present at the first meeting following the Annual Meeting. The Directors can, upon motion approved by a majority of the Directors present, merge into one office the offices of Vice-President and Secretary.

B. Terms of Office: The officers elected by the Board shall hold office for a one year term and shall enter upon their duties immediately upon election. In case of vacancy in any office, it shall be filled by appointment of the Board until the next regular election.

C. Duties of President: The President shall be the presiding officer and Chief Spokes Person of CENTRO and shall appoint, with the advice of the Board, members to the standing and ad hoc committees. When appropriate and as necessary the President shall seek assistance from Board

members to carry out the duties of the office. The President shall be responsible for implementation of the decisions of the Board and shall make a full report of CENTRO'S work to the members of CENTRO'S at the annual meeting.

D. Duties of the Vice-President: The Vice-President shall assist the President in performing his/her duties and the Vice-President shall, in the absence or disability of th President, have the power to perform the duties of the President.

E. Duties of the Secretary: The Secretary shall cause to be kept a record of the proceedings of the Board of Directors and of the Annual Meeting of CENTRO. In addition, the Secretary shall cause to be kept a record of al other matters of which a record shall be ordered by the Board. S/he shall conduct the correspondence of CENTRO under the direction of the President. S/he shall notify the officers and all members of committees of their election or appointment; shall issue notices of meetings; and in the case of special meetings, shall add a brief note of the reason for the call.

F. Duties of the Treasurer: The Treasurer shall see that a complete roll of the Members is kept and that new Members are notified of their election. The Treasurer shall be a member of the Finance Committee of the Board. The Treasurer's accounts shall be audited annually be a Certified Public Accountant hired by the Board. S/he shall

see that regular accounts are kept in books belonging to CENTRO. The books shall be open to the inspection of any member of the Board, after 24 hour notice to the Treasurer. The books shall also be open to the Auditor appointed by the Board. S/he shall at the annual meeting make a full report in writing of the receipts and disbursements of the past year, the balance of money on hand, all outstanding obligations of CENTRO, and an estimate of the resources and probable expenses of the coming year. In addition, s/he may make appropriate recommendations pertinent to the fiscal health of CENTRO. The Treasurer will also set our Finance Committee.

ARTICLE V. COMMITTEES

A. Standing Committees: The Standing Committees of CENTRO shall be as follows: Executive Committee, Finance Committee, Membership Committee, and Personnel Committee.

B. Executive Committee: The Executive Committee is composed of the Board of officers and the Chief Executive Officer (non-voting). The Executive Committee can:

1. Take interim action, if needed, between Board Meetings, within guidelines established by the Board.
2. Conduct annual performance review of Chief Executive Office.
3. Nominate officers and committee members for consideration by the full Board.
4. Oversee the development of long-range and yearly plans for CENTRO.

C. Finance Committee: The Finance Committee is to be composed of the Treasurer, at least one other Board member and at least one staff member from CENTRO. The Finance Committee can:

1. Review long-range and yearly financial plans and recommend action to the full Board.
2. Recommend fund raising goals for action by the Board.
3. Recommend financial and investment policies to the Board.
4. Recommend an Auditor to the Board and review the audit and recommend its approval to the Board.
5. Monitor budget adherence.
6. Assist the Chief Executive Officer, as requested and appropriate, with financial plans and problems.

D. Membership Committee: The Membership Committee shall consist of at least three (3) Board members. The Membership Committee is responsible for carrying out the duties outlined in Article VI. It shall recommend to the Board any Admission Fee and Annual Dues required for membership.

E. Personnel Committee: The Personnel Committee shall consist of at least three (3) Board Members and the Chief Executive Officer. The Personnel Committee shall:

1. Ensure that Personnel policies are clear, up-to-date, and adequate.
2. Recruit and screen candidates for Chief Executive Officer.
3. Ensure that job descriptions, staff salary ranges, and benefit packages are up-to-date.

4. Assist the Chief Executive Officer, as requested and appropriate, with personnel plans and problems.

F. Ad Hoc Committee: The President may from time to time designate one or more committees, consisting of at least two directors, to investigate, review and make recommendations on particular issues of importance to CENTRO.

The President may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the Committee. The Board can delegate some of its powers to the committee provided that such delegation is expressly and specifically made and recorded, and such delegation is approved by a majority of the whole Board.

Such committees shall have such name or names as may be determined by the President. Each committee shall keep regular minutes of its meetings and provide a copy of its report to the Board at the next meeting of the Board.

ARTICLE VI. MEMBERS

A. Members: Any person who has demonstrable interest in seeing that the poor and distressed and/or the underprivileged are provided with legal services shall be eligible for election to active membership.

B. Admission of Members: No person shall be admitted to active membership of CENTRO unless s/he has been screened by the Membership Committee.

C. Election of Members: Candidates for membership must be proposed by a member of CENTRO who shall send to the Chair of the Membership Committee, the name of the candidate together with the street number of her/his place of business, and also such statement as shall be necessary to show her/his qualifications for membership and such additional statement as the proposers may think proper.

It shall be the duty of the Membership Committee to inquire carefully into the character and standing of the candidate, to receive and consider all communications from members of CENTRO respecting the candidate. The proceedings and record of the Membership Committee shall be secret and confidential.

The Membership Committee shall report to the Board of Directors the names of those whom it screens for membership in CENTRO.

All members of CENTRO who shall file with the Membership Committee a request to that effect, shall be entitled to be notified of the application of all candidates for membership a reasonable length of time before the Membership Committee acts upon such application.

D. Admission Fees and Annual Dues: Admission fees and annual dues of active members shall be as fixed from time to time by the Board of Directors. Dues shall be payable by each member upon receipt of a statement therefor from the Treasurer.

If any member fails to pay his/her dues within thirty (30) days after the same shall become payable, it shall be the duty of the Treasurer to notify him/her of his/her default and, unless such dues are paid within thirty (30) days thereafter, his/her name and a statement of the amount due will be laid before the Board of Directors, which Board shall have the right to strike from the roll the name of the member continuing in default, provided that upon his/her written application and; the payment of all dues to the date thereof, the Board of Directors may reinstate him/her as a member.

E. Meetings: The membership can, pursuant to Article VII, call a Special Meeting. At the Special Meeting, at the membership shall have the same powers that it has at an Annual Meeting.

ARTICLE VII. MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting: The Annual Meeting of CENTRO shall be held during the month of November of each year upon such day as is designated by the President.

B. Special Meetings: Special meetings of the Members of CENTRO maybe held from time to time on the call of two-thirds (2/3) of the members of CENTRO, or under Article VIII, upon the request of the Board of Directors.

C. Notice: Written notice of each meeting of CENTRO shall be given by first class mail not less than three weeks before the date of each meeting and shall state

the place, date and time of the meeting and, for a special meeting, shall also state the purpose or purposes for the meeting.

D. Voting: In the transaction of business at any meeting of CENTRO, a majority vote of the Active Members present shall be decisive. In the event of a tie vote, the presiding officer shall cast the deciding vote. Voting by proxy shall not be permitted.

E. Quorum: At any meeting of CENTRO, twenty, (20) percent of the Active Membership, as of the last annual meeting, shall constitute a quorum.

F. Presiding Officer: At the annual meeting of CENTRO, the President shall preside, or in his/her absence, the Vice-President, or any member of the Board selected by the Members present, or in the absence of al of the above, any Member selected by the Members present. At all special meetings, the Members shall select the Presiding Officer.

ARTICLE VIII: SUSPENSION AND EXPULSION

A. General: Any member of Director of CENTRO may be suspended or expelled from CENTRO for violation of the Articles of Incorporation, By Laws of CENTRO, or for any other conduct which places CENTRO in an unfavorable light in the community.

B. Complaints against Members: Complaints against a member of CENTRO for violation of this Article may be made by any member of CENTRO or by an interested party. Every such complaint shall be in writing, subscribed by the

complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall by the affirmative vote of at least seven (7) of its Directors, 11 of whom must have heard the case, may find probable cause for the charge against him/her and may recommend that s/he be expelled or suspended from CENTRO. The charge and recommendation shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it has the power to accept the recommendation or approve its own discipline, by a similar vote.

C. Complaints against Director: Complaints against a Director for violation of this Article may be made by any member of Director of CENTRO, or by an interested party. Every such complaint shall be in writing, subscribed by the complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall, by the affirmative vote of at least seven (7) of its Directors, all of whom must have heard the case, find probable cause for the charge against him/her and shall

recommend that s/he^f be remove as a Director. Suspension from the Board of Directors is not available as disciplinary action.

The charge and recommendation shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of a majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it must accept the recommendation as to removal from the Board of Directors, and, as well, may approve its own discipline with regard to membership suspension or expulsion, by a similar vote.

ARTICLE IX. PROPERTY

All interest in the property of CENTRO of person resigning from CENTRO or otherwise ceasing to be members of CENTRO shall vest in CENTRO

ARTICLE X. AMENDMENTS

These By Laws may be amended, but only by a two-thirds (2/3) vote of the Board of Directors present in person at an annual meeting of CENTRO, or at a special meeting called in accordance with the provisions of these By Laws after notice mailed ten (10) days before the meeting to each Board Member. Such notice to contain a copy of the proposed amendment with a precise statement of the purpose thereof.

By-Laws
CENTRO LEGAL, INC.
(as amended on May 25, 1983)

ARTICLE I

NAME

Incorp.
1981
Come about - Com. head

This corporation shall be called "CENTRO LEGAL, INC."
(for purposes of these By-Laws the corporation shall be referred to as "CENTRO").

ARTICLE II

OBJECTIVE ✓

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3 com. client
Rep.
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Strong Bd.
Training through
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Foundation

CENTRO is established to provide legal relief to the poor (e.g. low income) and distressed and/or the underprivileged. This shall be accomplished by providing legal services and through an emphasis on community participation in legal matters that affect their lives.

ARTICLE III

MEMBERS

SECTION 1. There shall be two (2) classes of membership in CENTRO: Active and honorary.

SECTION 2. ACTIVE MEMBERS. Any person who has a demonstrable interest in seeing that the poor and distressed and/or the under privileged are provided with legal services shall be eligible for election to active membership.

SECTION 3. HONORARY MEMBERS. Any person who in the opinion of the Board of Directors has exhibited exceptional interest in the legal services of the poor and distressed and/or the underprivileged. The Board of Directors shall have the power from time to time to elect persons as Honorary Members. All Honorary Members shall be entitled to all privileges, except that of voting, and shall be exempt from payment of all fees.

SECTION 4. ADMISSION OF MEMBERS. No person shall be admitted to active membership of CENTRO unless he/she has been screened by the Committee on Admissions and elected by CENTRO'S Board of Directors.

SECTION 5. ELECTION OF ACTIVE MEMBERS. Candidates for membership must be proposed by a member of CENTRO who shall send to the Chairman of the Committee on Admissions the name of the candidate together with the street number of her/his

CENTRO LEGAL, INC.

MEMBERSHIP COMMITTEE MEETING

1-17-86 12:30 p.m.

Present: Miguel Garza (Chair), Juan Lopez, Carlos Mariani-Rosas

The meeting was called to order at 12:40 p.m.

Chairman Garza stated that the committee was charged with identifying Board vacancies that are available to be filled at the January 22, annual meeting. According to the By-laws, there are at least three vacancies that must be addressed, and a forth created by the recent resignation of Martin Diaz.

The first order of business was to review the vacancy created by the resignation of Diaz. Since his slot must be filled by an attorney candidates must be identified and solicited.

RECOMMENDATION:

The Membership Committee identified four potential candidates for consideration. Manuel Cervantez, Manuel Guzman Ernie Diel, and Alberto Quintella. Each will be contracted to ascertain their interest and availability Chairman Garza will present the slate at the Annual meeting.

The second item under consideration was the identification of the three Boardmembers that would be up for renewal. According to the By-laws, one member from each member category must face re-election annually. However, due to the inability of the committee to be reasonably certain of each members term, an alternate listing was suggested.

BY-LAWS

CENTRO LEGAL, INC.

(As Amended _____, 1985.

ARTICLE I. NAME

This corporation shall be called "CENTRO LEGAL, INC.",
(hereinafter referred to as "Centro").

ARTICLE II. PURPOSES

Centro is established to provide legal relief to all low-income, distressed and underprivileged persons, with an emphasis on the Hispanic community of Minnesota. This shall be accomplished through high-quality legal services and an emphasis on community participation in legal matters affecting the lives of its citizens.

ARTICLE III. BOARD OF DIRECTORS

A. Responsibilities: The Board of Directors (hereinafter "Board") is entrusted with the management, control and direction of Centro, subject to the Articles of Incorporation and the By-Laws of Centro.

B. Composition and Election of Board of Directors: The Board shall consist of nine (9) elected voting Directors, and the Chief Executive Officer, who sits as an ex officio member. In addition, the Board may from time to time appoint additional ex officio members as it deems appropriate. These additional ex


5. Evaluating the overall effectiveness of the organization;
6. Representing Centro to the public and conversely the needs and interests of the public to Centro.
7. Appointing and hiring a Certified Public Accountant

The Board can and should delegate the day-to-day management of Centro to the Chief Executive Officer and his/her staff.

H. Ad Hoc Committees: The Board may from time to time designate one or more committees, consisting of at least two directors, to investigate, review and make recommendations on particular issues of importance to Centro.

The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the Committee. The Board can delegate some of its powers to the committee provided that such delegation is expressly and specifically made and recorded, and such delegation is approved by a majority of the whole Board.

Such committees shall have such name or names as may be determined by the Board. Each committee shall keep regular minutes of its meetings and provide a copy of its report to the Board at the next meeting of the Board.



ARTICLE IV: OFFICERS

A. Elections: The officers of Centro shall be a Presi-

dent, Vice-President, Secretary, and Treasurer. The officers shall be elected by a majority of the Directors present at the first meeting following the Annual Meeting. The Directors can, upon motion approved by a majority of the Directors present, merge into one office the offices of Vice-President and Secretary.

B. Terms of Office: The officers elected by the Board shall hold office for a one-year term and shall enter upon their duties immediately upon election. In case of vacancy in any office, it shall be filled by appointment of the Board until the next regular election.

C. Duties of the President: The President shall be the presiding officer of Centro and shall appoint, with the advice of the Board, members to the Standing and Ad Hoc Committees. The President shall be responsible for implementation of the decisions of the Board and shall make full report of Centro's work to the members of Centro at the annual meeting.

D. Duties of the Vice-President: The Vice-President shall, in the absence or disability of the President, have the power to perform the duties of the President.

E. Duties of the Secretary: The Secretary shall cause to be kept a record of the proceedings of the Board of Directors and of the Annual Meeting of Centro. In addition, the Secretary shall cause to be kept a record of all other matters of which a record shall be ordered by the Board. S/he shall conduct the correspondence of Centro under the direction of the President. S/he shall

notify the officers and all members of committees of their election or appointment; shall issue notices of meetings; and in the case of special meetings, shall add a brief note of the reason for the call.

F. Duties of the Treasurer: The Treasurer shall see that a complete roll of the Members is kept and that new Members are notified of their election. The Treasurer's accounts shall be audited annually by a Certified Public Accountant hired by the Board S/he shall see that regular accounts are kept in books belonging to Centro. The books shall be open to the inspection of any member of the Board, after 24 hour notice to the Treasurer. The books shall also be open to the Auditor appointed by the Board. S/he shall at the annual meeting make a full report in writing of the receipts and disbursements of the past year, the balance of money on hand, all outstanding obligations of Centro, and an estimate of the resources and probable expenses of the coming year. In addition, s/he may make appropriate recommendations pertinent to the fiscal health of Centro.

Election of Officers

ARTICLE V. COMMITTEES

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B. Executive Committee: The Executive Committee is composed of the Board Officers and the Chief Executive Officer (non-voting). The Executive Committee can:

1. Take interim action, if needed, between Board Meetings, within guidelines established by the Board.
2. Conduct annual performance review of Chief Executive Officer.
3. Nominate officers and committee members for consideration by the full Board.
4. Oversee the development of long-range and yearly plans for Centro.

C. Finance Committee: The Finance Committee is to be composed of the Treasurer, one other Board member and a Staff member from Centro. The Finance Committee can:

1. Review long-range and yearly financial plans and recommend action to the full Board.
2. Recommend fund raising goals for action by the Board.
3. Recommend financial and investment policies to the Board.
4. Recommend an Auditor to the Board and review the audit and recommend its approval to the Board.
5. Monitor budget adherence.
6. Assist the Chief Executive Officer, as requested and appropriate, with financial plans and problems.

D. Membership Committee: The Membership Committee shall consist of three Board members. The Membership Committee is responsible for carrying out the duties outlined in Article VI. It shall recommend to the Board any Admission Fee and Annual Dues required for membership.

E. Personnel Committee: The Personnel Committee shall consist of two Board members and the Chief Executive Officer. The Personnel Committee shall:

1. Ensure that Personnel policies are clear, up-to-date, and adequate.
2. Recruit and screen candidates for Chief Executive Officer.
3. Ensure that job descriptions, staff salary ranges, and benefit packages are up-to-date.
4. Assist the Chief Executive Officer, as requested and appropriate, with personnel plans and problems.

ARTICLE VI. MEMBERS

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C. Election of Members: Candidates for membership must be proposed by a member of Centro who shall send to the Chair of the Membership Committee, the name of the candidate together with the street number of her/his place of business, and also such statement as shall be necessary to show her/his qualifications for membership and such additional statement as the proposers may think proper.

officio members shall sit for a fixed term determined by the Board, not to exceed three (3) years. Each director shall be elected at the annual meeting by a majority of the Active Members and Directors present.

Each Director of the Board shall represent one of three categories: community, organizational, and attorney. The nine-Director Board shall consist of three (3) persons from the community serviced by Centro, three (3) persons who are representatives of community-based organizations which serve low-income, distressed and/or under privileged persons, and three (3) persons who are admitted and currently licensed to practice law in the State of Minnesota. *3 at Large.*

C. Term and Vacancy of Directors: Each elected Director shall serve for a term of three (3) years, with the positions of three Directors, one from each category, terminating at each annual meeting. Directors may be elected to more than one term. In the event of a vacancy in any position on the Board, the remaining Directors shall appoint a new Director who shall serve until the next annual meeting is held, at which time a successor will be elected for the unexpired term.

D. Removal of Directors: A Director shall be automatically removed from the Board for failure to attend two consecutive Board meetings without an excuse. Failure to notify an Executive Committee member ^{in the office} prior to the meeting of an inability to attend a meeting constitutes an unexcused absence. A Director may be removed

Motion: Carlos Mariani-Rosa

Moves approval of the following slate for consideration
at the Annual Meeting.

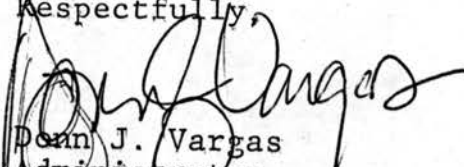
	Wesley Iijima (attorney)	Term	Expiration	86
	Irene Gomez-Bethke (community)"		"	86
	Juan Lopez (community organization)	"	"	86
	Thomas Barrett (attorney)	"	"	87
	Miguel Garza (community)	"	"	87
	Agelita Estrada (community organization)"		"	87
(Vacant)	Martin Diaz (attorney)	"	"	88
	Olivia Arredondo (community)	"	"	88
	Carlos Mariani-Rosa (Community" organization)		"	88

2nd: Miguel Garza

Motion Carries

Being no further business the meeting was adjourned
at 1:45 p.m.

Respectfully,


Dean J. Vargas
Administrator

for violation of the Articles of Incorporation, the By Laws of Centro, or for any other conduct which places Centro in an unfavorable light in the community. Removal shall be made in the manner set out under Article VIII.

E. Meetings and Quorum: The Board shall hold at least one meeting per calendar quarter. ^{at} A special meeting of the Board can be called by the President or ~~three~~ ⁴ (3) members of the Board upon two days notice. ~~Five~~ ⁴ (5) voting members of the Board shall constitute a quorum and can conduct business.

F. Voting: In the transaction of business at any meeting of the Board, a majority vote of the Directors present shall be decisive. In the event of a tie vote, the Presiding Officer shall cast the deciding vote.

G. Powers of the Board: The Board shall have the power to make such regulations and take such action not inconsistent with the Articles of Incorporation, By Laws and recorded actions of Centro, as, in its judgment, may be necessary for the welfare or to promote the purpose of Centro. This includes, but is not necessarily limited to:

1. Ensuring that Centro's mission, direction and goals are clearly and appropriately defined;
2. Reviewing program plans and budgets;
3. Selection and evaluation of the Chief Executive Officer;
4. Collection and Disbursement of Centro's funds, and the delegation of this function to the Finance Committee.

5. Evaluating the overall effectiveness of the organization;
6. Representing Centro to the public and conversely the needs and interests of the public to Centro.
7. Appointing and hiring a Certified Public Accountant

The Board can and should delegate the day-to-day management of Centro to the Chief Executive Officer and his/her staff.

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B. Terms of Office: The officers elected by the Board shall hold office for a one-year term and shall enter upon their duties immediately upon election. In case of vacancy in any office, it shall be filled by appointment of the Board until the next regular election.

C. Duties of the President: The President shall be the presiding ^{chief spoke person} officer of Centro and shall appoint, with the advice of the Board, members to the Standing and Ad Hoc Committees. The President shall be responsible for implementation of the decisions of the Board and shall make full report of Centro's work to the members of Centro at the annual meeting.

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E. Duties of the Secretary: The Secretary shall cause to be kept a record of the proceedings of the Board of Directors and of the Annual Meeting of Centro. In addition, the Secretary shall cause to be kept a record of all other matters of which a record shall be ordered by the Board. S/he shall conduct the correspondence of Centro under the direction of the President. S/he shall

notify the officers and all members of committees of their election or appointment; shall issue notices of meetings; and in the case of special meetings, shall add a brief note of the reason for the call.

F. Duties of the Treasurer: The Treasurer shall see that a complete roll of the Members is kept and that new Members are notified of their election. The Treasurer's accounts shall be audited annually by a Certified Public Accountant hired by the Board S/he shall see that regular accounts are kept in books belonging to Centro. The books shall be open to the inspection of any member of the Board, after 24 hour notice to the Treasurer. The books shall also be open to the Auditor appointed by the Board. S/he shall at the annual meeting make a full report in writing of the receipts and disbursements of the past year, the balance of money on hand, all outstanding obligations of Centro, and an estimate of the resources and probable expenses of the coming year. In addition, s/he may make appropriate recommendations pertinent to the fiscal health of Centro.

ARTICLE V. COMMITTEES

A. Standing Committees: The Standing Committees of Centro shall be as follows: Executive Committee, Finance Committee, Membership Committee, and Personnel Committee.

B. Executive Committee: The Executive Committee is composed of the Board Officers and the Chief Executive Officer (non-voting). The Executive Committee can:

1. Take interim action, if needed, between Board Meetings, within guidelines established by the Board.
2. Conduct annual performance review of Chief Executive Officer.
3. Nominate officers and committee members for consideration by the full Board.
4. Oversee the deveolpment of long-range and yearly plans for Centro.

10:30
C. Finance Committee: The Finance Committee is to be composed of the Treasurer, ^{At least} one other Board member and a ^{At least} Staff member from Centro. The Finance Committee can:

1. Review long-range and yearly financial plans and recommend action to the full Board.
2. Recommend fund raising goals for action by the Board.
3. Recommend financial and investment policies to the Board.
4. Recommend an Auditor to the Board and review the audit and recommend its approval to the Board.
5. Monitor budget adherence.
6. Assist the Chief Executive Officer, as requested and appropriate, with financial plans and problems.

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D. Membership Committee: The Membership Committee shall consist of ^{At least} three Board members. The Membership Committee is responsible for carrying out the duties outlined in Article VI. It shall recommend to the Board any Admission Fee and Annual Dues required for membership.

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E. Personnel Committee: The Personnel Committee shall consist of two Board members and the Chief Executive Officer. The Personnel Committee shall:

1. Ensure that Personnel policies are clear, up-to-date, and adequate.
2. Recruit and screen candidates for Chief Executive Officer.
3. Ensure that job descriptions, staff salary ranges, and benefit packages are up-to-date.
4. Assist the Chief Executive Officer, as requested and appropriate, with personnel plans and problems.

F. Ad Hoc Comm —

ARTICLE VI. MEMBERS

A. Members: Any person who has a demonstrable interest in seeing that the poor and distressed and/or the underprivileged are provided with legal services shall be eligible for election to active membership.

B. Admission of Members: No person shall be admitted to active membership of Centro unless s/he has been screened by the Membership Committee.

C. Election of Members: Candidates for membership must be proposed by a member of Centro who shall send to the Chair of the Membership Committee, the name of the candidate together with the street number of her/his place of business, and also such statement as shall be necessary to show her/his qualifications for membership and such additional statement as the proposers may think proper.

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No candidate shall be screened by the Membership Committee unless s/he is personally known to a member.) It shall be the duty of the Membership Committee to inquire carefully into the character and standing of the candidate, to receive and consider all communications from members of Centro respecting the candidate. The proceedings and record of the Membership Committee shall be secret and confidential.

The Membership Committee shall report to the Board of Directors the names of those whom it screens for membership in Centro.

All members of Centro who shall file with the Membership Committee a request to that effect, shall be entitled to be notified of the application of all candidates for for membership a reasonable length of time before the Membership Committe acts upon such application.

D. Admission Fees and Annual Dues: Admission fees and annual dues of active members shall be as fixed from time to time by the Board of Directors. Dues shall be payable by each member upon receipt of a statement therefor from the Treasurer.

If any member fails to pay his/her dues within thirty (30) days after the same shall become payable, it shall be the duty of the Treasurer to notify him/her of his/her default and, unless such dues are paid within thirty (30) days thereafter, his/her name and a statement of the amount due will be laid before the Board of Directors, which Board shall have the right to strike from the roll

the name of the member continuing in default, provided that upon his/her written application and the payment of all dues to the date thereof, the Board of Directors may reinstate him/her as a member.

E. Meetings: The membership can, pursuant to Article VII, call a Special Meeting. At the Special Meeting, the membership shall have the same powers that it has at an Annual Meeting.

ARTICLE VII. MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting: The Annual Meeting of Centro shall be held during the month of November of each year upon such day as is designated by the President.

B. Special Meetings: Special meetings of the Members of Centro may be held from time to time on the call of two-thirds (2/3) of the members of Centro, or under Article VIII, upon the request of the Board of Directors.

C. Notice: Written notice of each meeting of Centro shall be given by first class mail not less than three weeks before the date of each meeting and shall state the place, date and time of the meeting and, for a special meeting, shall also state the purpose or purposes for the meeting.

D. Voting: In the transaction of business at any meeting of Centro, a majority vote of the Active Members present shall be decisive. In the event of a tie vote, the presiding officer shall cast the deciding vote. Voting by proxy shall not be permitted.

E. Quorum: At any meeting of Centro, twenty (20) percent of the Active Membership, as of the last annual meeting, shall constitute a quorum.

F. Presiding Officer: At the annual meeting of Centro, the President shall preside, or in his/her absence, the Vice-President, or any member of the Board selected by the Members present, or in the absence of all of the above, any Member selected by the Members present. At all special meetings, the Members shall select the Presiding Officer.

ARTICLE VIII: SUSPENSION AND EXPULSION

A. General: Any member or Director of Centro may be suspended or expelled from Centro for violation of the Articles of Incorporation, By Laws of Centro, or for any other conduct which places Centro in an unfavorable light in the community.

B. Complaints against Members: Complaints against a member of Centro for violation of this Article may be made by any member of Centro or by an interested party. Every such complaint shall be in writing, subscribed by the complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall by the affirmative vote of at least ²/₅ of its Directors, all of whom must have heard the case, may find probable cause for the charge against him/her and may recommend that s/he be expelled or suspended from Centro. The charge and recommendation

shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of a majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it has the power to accept the recommendation or approve its own discipline, by a similar vote.

C. Complaints against Directors: Complaints against a Director for violation of this Article may be made by any member or Director of Centro, or by an interested party. Every such complaint shall be in writing, subscribed by the complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall, by the affirmative vote of at least ⁷/₅ (5) of its Directors, all of whom must have heard the case, find probable cause for the charge against him/her and shall recommend that s/he be removed as a Director. Suspension from the Board of Directors is not available as a disciplinary action.

The charge and recommendation shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of a majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it must accept the recommendation as to removal from the Board of Directors, and, as

well, may approve its own discipline with regard to membership suspension or expulsion, by a similar vote.

ARTICLE IX. PROPERTY

All interest in the property of Centro of persons resigning from Centro or otherwise ceasing to be members of Centro shall vest in Centro.

ARTICLE X. AMENDMENTS.

These By Laws may be amended, but only by a two-thirds (2/3) vote of ^{*Board of Directors*} ~~Centro Active Members~~ present in person at an annual meeting of Centro, or at a special meeting called in accordance with the provisions of these By Laws after notice mailed ten (10) days before the meeting to each Active Member of Centro, such notice to contain a copy of the proposed amendment with a precise statement of the purpose thereof.

BY-LAWS

CENTRO LEGAL, INC.

(As Amended _____, 1985.

ARTICLE I. NAME

This corporation shall be called "CENTRO LEGAL, INC.",
(hereinafter referred to as "Centro").

ARTICLE II. PURPOSES

Centro is established to provide legal relief to all low-income, distressed and underprivileged persons, with an emphasis on the Hispanic community of Minnesota. This shall be accomplished through high-quality legal services and an emphasis on community participation in legal matters affecting the lives of its citizens.

ARTICLE III. BOARD OF DIRECTORS

A. Responsibilities: The Board of Directors (hereinafter "Board") is entrusted with the management, control and direction of Centro, subject to the Articles of Incorporation and the By-Laws of Centro.

B. Composition and Election of Board of Directors: The Board shall consist of ~~nine~~¹² (9) elected voting Directors, and the Chief Executive Officer, who sits as an ex officio member. In addition, the Board may from time to time appoint additional ex officio members as it deems appropriate. These additional ex

officio members shall sit for a fixed term determined by the Board, not to exceed three (3) years. Each director shall be elected at the annual meeting by a majority of the Active Members and Directors present.

Each Director of the Board shall represent one of three categories: community, organizational, and attorney. The nine-Director Board shall consist of three (3) persons from the community serviced by Centro, three (3) persons who are representatives of community-based organizations which serve low-income, distressed and/or under privileged persons, and three (3) persons who are admitted and currently licensed to practice law in the State of Minnesota.

C. Term and Vacancy of Directors: Each elected Director shall serve for a term of three (3) years, with the positions of three Directors, one from each category, terminating at each annual meeting. Directors may be elected to more than one term. In the event of a vacancy in any position on the Board, the remaining Directors shall appoint a new Director who shall serve until the next annual meeting is held, at which time a successor will be elected for the unexpired term.

D. Removal of Directors: A Director shall be automatically removed from the Board for failure to attend two consecutive Board meetings without an excuse. Failure to notify an Executive Committee member prior to the meeting of an inability to attend a meeting constitutes an unexcused absence. A Director may be removed

for violation of the Articles of Incorporation, the By Laws of Centro, or for any other conduct which places Centro in an unfavorable light in the community. Removal shall be made in the manner set out under Article VIII.

E. Meetings and Quorum: The Board shall hold at least one meeting per calendar quarter. A special meeting of the Board can be called by the President or three (3) members of the Board upon two days notice. Five (5) voting members of the Board shall constitute a quorum and can conduct business.

F. Voting: In the transaction of business at any meeting of the Board, a majority vote of the Directors present shall be decisive. In the event of a tie vote, the Presiding Officer shall cast the deciding vote.

G. Powers of the Board: The Board shall have the power to make such regulations and take such action not inconsistent with the Articles of Incorporation, By Laws and recorded actions of Centro, as, in its judgment, may be necessary for the welfare or to promote the purpose of Centro. This includes, but is not necessarily limited to:

1. Ensuring that Centro's mission, direction and goals are clearly and appropriately defined;
2. Reviewing program plans and budgets;
3. Selection and evaluation of the Chief Executive Officer;
4. Collection and Disbursement of Centro's funds, and the delegation of this function to the Finance Committee.

CENTRO LEGAL, INC.
AD-HOC BY-LAWS COMMITTEE REPORT

JULY 24, 1985

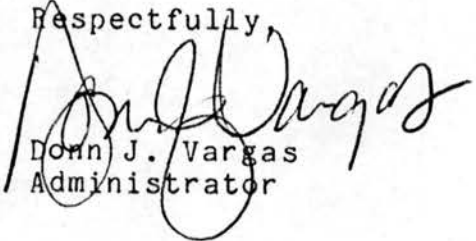
6:00P.M.

PRESENT: Martin Diaz (Chair), Juan Lopez, Carlos
Mariani-Rosa, Donn J. Vargas

Martin Diaz handed out a draft of the proposed modifications to the By-laws. The committee reviewed the proposed changes and made some additional changes and clarifications.

Enclosed is a copy of the proposed changes for the Board review.

Respectfully,


Donn J. Vargas
Administrator

BY-LAWS

CENTRO LEGAL, INC.

(As Amended _____, 1985.

ARTICLE I. NAME

This corporation shall be called "CENTRO LEGAL, INC.",
(hereinafter referred to as "Centro").

ARTICLE II. PURPOSES

Centro is established to provide legal relief to all low-income, distressed and underprivileged persons, with an emphasis on the Hispanic community of Minnesota. This shall be accomplished through high-quality legal services and an emphasis on community participation in legal matters that affect the lives of its citizens.

ARTICLE III. BOARD OF DIRECTORS

A. Responsibilities: The Board of Directors (hereinafter "Board") is entrusted with the management, control and direction of Centro, subject to the Articles of Incorporation and the By-Laws of Centro.

B. Composition and Election of Board of Directors: The Board shall consist of nine (9) elected voting Directors, and the Chief Executive Officer, who sits as an ex officio member. In addition, the Board may from time to time appoint additional ex

officio members as it deems appropriate. These additional ex officio members shall sit for a fixed term determined by the Board, not to exceed three (3) years. Each director shall be elected at the annual meeting by a majority of the Active Members and Directors present.

Each Director of the Board shall represent one of three categories: community, organizational, and attorney. The nine-Director Board shall consist of three (3) persons from the community serviced by Centro, three (3) persons who are representatives of community-based organizations which serve low-income, distressed and/or under privileged persons, and three (3) persons who are admitted and currently licensed to practice law in the State of Minnesota.

C. Term and Vacancy of Directors: Each elected Director shall serve for a term of three (3) years, with the positions of three Directors, one from each category, terminating at each annual meeting. Directors may be elected to more than one term. In the event of a vacancy in any position on the Board, the remaining Directors shall appoint a new Director who shall serve until the next annual meeting is held, at which time a successor will be elected for the unexpired term.

D. Removal of Directors: A Director shall be automatically removed from the Board for failure to attend two consecutive Board meetings without an excuse. Failure to notify an Executive Committee member prior to the meeting of an inability to attend a

meeting constitutes an unexcused absence. A Director may be removed for violation of the Articles of Incorporation, the By Laws of Centro, or for any other conduct which places Centro in an unfavorable light in the community. Removal shall be made in the manner set out under Article VIII.

E. Meetings and Quorum: The Board shall hold at least one meeting per calendar quarter. A special meeting of the Board can be called by the President or three (3) members of the Board upon two days notice. Five (5) voting members of the Board shall constitute a quorum and can conduct business.

F. Voting: In the transaction of business at any meeting of the Board, a majority vote of the Directors present shall be decisive. In the event of a tie vote, the Presiding Officer shall cast the deciding vote.

G. Powers of the Board: The Board shall have the power to make such regulations and take such action not inconsistent with the Articles of Incorporation, By Laws and recorded actions of Centro, as, in its judgment, may be necessary for the welfare or to promote the purpose of Centro. This includes, but is not necessarily limited to:

1. Ensuring that Centro's mission, direction and goals are clearly and appropriately defined;
2. Reviewing program plans and budgets;
3. Selection and evaluation of the Chief Executive Officer;
4. Appropriating funds of Centro;

5. Evaluating the overall effectiveness of the organization;
6. Representing Centro to the public and conversely the needs and interests of the public to Centro.

The Board can and should delegate the day-to-day management of Centro to the Chief Executive Officer and his/her staff.

H. Ad Hoc Committees: The Board may from time to time designate one or more committees, consisting of at least two directors, to investigate, review and make recommendations on particular issues of importance to Centro.

The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the Committee. The Board can delegate some of its powers to the committee provided that such delegation is expressly and specifically made and recorded, and such delegation is approved by a majority of the whole Board.

Such Committees shall have such name or names as may be determined by the Board. Each committee shall keep regular minutes of its meetings and provide a copy of its report to the Board at the next meeting of the Board.

ARTICLE IV: OFFICERS

A. Elections: The officers of Centro shall be a President, Vice-President, Secretary, and Treasurer. The officers shall be elected by a majority of the Directors present at the first meeting following the Annual Meeting. The Directors can, upon

motion approved by a majority of the Directors present, merge into one office the offices of Vice-President and Secretary.

B. Terms of Office: The officers elected by the Board shall hold office for a one-year term and shall enter upon their duties immediately upon election. In case of vacancy in any office, it shall be filled by appointment of the Board until the next regular election.

C. Duties of the President: The President shall be the presiding officer of Centro and shall appoint, with the advice of the Board, members to the Standing and Ad Hoc Committees. The President shall be responsible for implementation of the decisions of the Board and shall make full report of Centro's work to the members of Centro at the annual meeting.

D. Duties of the Vice-President: The Vice-President shall, in the absence or disability of the President, have the power to perform the duties of the President.

E. Duties of the Secretary: The Secretary shall keep a record of the proceedings of the Board of Directors and of the Annual Meeting of Centro. In addition, the Secretary shall keep a record of all other matters of which a record shall be ordered by the Board. S/he shall conduct the correspondence of Centro under the direction of the President. S/he shall notify the officers and all members of committees of their election or appointment; shall issue notices of meetings; and in the case of special meetings, shall add a brief note of the reason for the call.

F. Duties of the Treasurer: The Treasurer shall keep at all times a complete roll of the Members, and shall notify new Members of their election. S/he shall ^{bring to the} ~~collect~~ ^{disburse} ~~and, under direction~~ ⁱⁿ ~~of the Board,~~ shall dispense funds of Centro. S/he shall keep regular accounts in books belonging to Centro, which shall be open to the inspection of any member of the Board and the Auditor ^{hired} ~~appointed~~ by the Board. S/he shall at the annual meeting make a full report in writing of the receipts and disbursements of the past year, the balance of money on hand, all outstanding obligations of Centro, and an estimate of the resources and probable expenses of the coming year. In addition, s/he may make appropriate recommendations pertinent to the fiscal health of Centro.

The Treasurer's accounts shall be audited annually by a Certified Public Accountant hired by the Board.

ARTICLE V. COMMITTEES

A. Standing Committees: The Standing Committees of Centro shall be as follows: Executive Committee, Finance Committee, Membership Committee, and Personnel Committee.

B. Executive Committee: (Reserved)

C. Finance Committee: (Reserved)

D. Membership Committee: (Reserved)

E. Personnel Committee: (Reserved)

ARTICLE VI. MEMBERS

A. Members: Any person who has a demonstrable interest in seeing that the poor and distressed and/or the underprivileged are provided with legal services shall be eligible for election to active membership.

B. Admission of Members: No person shall be admitted to active membership of Centro unless s/he has been screened by the Membership Committee.

C. Election of Members: Candidates for membership must be proposed by a member of Centro who shall send to the Chair of the Membership Committee, the name of the candidate together with the street number of her/his place of business, and also such statement as shall be necessary to show her/his qualifications for membership and such additional statement as the proposers may think proper.

No candidate shall be screened by the Membership Committee unless s/he is personally known to a member. It shall be the duty of the Membership Committee to inquire carefully into the character and standing of the candidate, to receive and consider all communications from members of Centro respecting the candidate. The proceedings and record of the Membership Committee shall be secret and confidential.

The Membership Committee shall report to the Board of Directors the names of those whom it screens for membership in Centro.

All members of Centro who shall file with the Membership Committee a request to that effect, shall be entitled to be notified

of the application of all candidates for membership a reasonable length of time before the Membership Committee acts upon such application.

F. Admission Fees and Annual Dues. Admission fees and annual dues of active members shall be as fixed from time to time by the Board of Directors. Dues shall be payable by each member upon receipt of a statement therefor from the Treasurer.

If any member fails to pay his/her dues within thirty (30) days after the same shall become payable, it shall be the duty of the Treasurer to notify him/her of his/her default and, unless such dues are paid within thirty (30) days thereafter, his/her name and a statement of the amount due will be laid before the Board of Directors, which Board shall have the right to strike from the roll the name of the member continuing in default, provided that upon his/her written application and the payment of all dues to the date thereof, the Board of Directors may reinstate him/her as a member.

G. MEETINGS: The membership can, pursuant to Article VII, call a Special Meeting. At the Special Meeting, the membership shall have the same powers that it has at an Annual Meeting.

ARTICLE VII. MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting: The Annual Meeting of Centro shall be held during the month of November of each year upon such day as is designated by the President.

B. Special Meetings: Special meetings of the Members of Centro may be held from time to time on the call of two-thirds (2/3) of the members of Centro, or under Article VIII, upon the request of the Board of Directors.

C. Notice: Written notice of each meeting of Centro shall be given by first class mail not less than three weeks before the date of each meeting and shall state the place, date and time of the meeting and, for a special meeting, shall also state the purpose or purposes for the meeting.

D. Voting: In the transaction of business at any meeting of Centro, a majority vote of the Active Members present shall be decisive. In the event of a tie vote, the presiding officer shall cast the deciding vote. Voting by proxy shall not be permitted.

E. Quorum: At any meeting of Centro, twenty (20) percent of the Active Membership, as of the last annual meeting, shall constitute a quorum.

F. Presiding Officer: At the annual meeting of Centro, the President shall preside, or in his/her absence, the Vice-President, or any member of the Board selected by the Members present, or in the absence of all of the above, any Member selected by the Members present. At all special meetings, the Members shall select the Presiding Officer.

ARTICLE VIII: SUSPENSION AND EXPULSION

A. General: Any member or Director of Centro may be suspended or expelled from Centro for violation of the Articles of Incorporation, By Laws of Centro, or for any other conduct which places Centro in an unfavorable light in the community.

B. Complaints against Members: Complaints against a member of Centro for violation of this Article may be made by any member of Centro or by an interested party. Every such complaint shall be in writing, subscribed by the complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall by the affirmative vote of at least five of its Directors, all of whom must have heard the case, may find probable cause for the charge against him/her and may recommend that s/he be expelled or suspended from Centro. The charge and recommendation shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of a majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it has the power to accept the recommendation or approve its own discipline, by a similar vote.

C. Complaints against Directors: Complaints against a Director for violation of this Article may be made by any member or Director of Centro, or by an interested party. Every such complaint shall be in writing, subscribed by the complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall, by the affirmative vote of at least five (5) of its Directors, all of whom must have heard the case, find probable cause

for the charge against him/her and shall recommend that s/he be removed as a Director. Suspension from the Board of Directors is not available as a disciplinary action.

The charge and recommendation shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of a majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it must accept the recommendation as to removal from the Board of Directors, and, as well, may approve its own discipline with regard to membership suspension or expulsion, by a similar vote.

ARTICLE IX. PROPERTY

All interest in the property of Centro of persons resigning from Centro or otherwise ceasing to be members of Centro shall vest in Centro.

ARTICLE X. AMENDMENTS.

These By Laws may be amended, but only by a two-thirds (2/3) vote of Centro Active Members present in person at an annual meeting of Centro, or at a special meeting called in accordance with the provisions of these By Laws after notice mailed ten (10) days before the meeting to each Active Member of Centro, such notice to contain a copy of the proposed amendment with a precise statement of the purpose thereof.

By-Laws
CENTRO LEGAL, INC.

ARTICLE I

NAME

This corporation shall be called "CENTRO LEGAL, INC." (for purposes of these By-Laws the corporation shall be referred to as "CENTRO").

ARTICLE II

OBJECTIVE

CENTRO is established to provide legal relief to the poor (e.g. low income) and distressed and/or the underprivileged. This shall be accomplished by providing legal services and through an emphasis on community participation in legal matters that affect their lives.

ARTICLE III

MEMBERS

SECTION 1. There shall be two (2) classes of membership in CENTRO: Active and honorary.

SECTION 2. ACTIVE MEMBERS. Any person who has a demonstrable interest in seeing that the poor and distressed and/or the under privileged are provided with legal services shall be eligible for election to active membership.

SECTION 3. HONORARY MEMBERS. Any person who in the opinion of the Board of Directors has exhibited exceptional interest in the legal services of the poor and distressed and/or the underprivileged. The Board of Directors shall have the power from time to time to elect persons as Honorary Members. All Honorary Members shall be entitled to all privileges, except that of voting, and shall be exempt from payment of all fees.

SECTION 4. ADMISSION OF MEMBERS. No person shall be admitted to active membership of CENTRO unless he/she has been recommended by the Committee on Admissions and elected by CENTRO or by the Board of Directors and has qualified by payment of dues, all in such manner as shall be provided in the By-Laws.

SECTION 5. ELECTION OF ACTIVE MEMBERS. Candidates for membership must be proposed by two members of CENTRO who shall send to the Chairman of the Committee on Admissions the name of the candidate together with the street number of his place of business, and also such statement as shall be necessary to show

his qualifications for membership and such additional statement as the proposers may think proper.

No candidate shall be voted upon by the Committee on Admissions unless he is personally known to some member thereof. It shall be the duty of the Committee on Admissions to inquire carefully into the character and standing of the candidate, to receive and consider all communications from members of CENTRO respecting the candidate, and no candidate against whom there shall be two negative votes in the Committee on Admissions shall be recommended for admission. The proceedings and record of the Committee on Admissions shall be secret and confidential.

The Committee on Admissions shall report to the Board of Directors the names of those whom it recommends for membership in CENTRO or in its discretion reject such recommendation. No candidate against whom there shall be three negative votes in the Board of Directors shall be admitted. The proceedings and records of the Board of Directors in this regard shall be secret and confidential.

All members of CENTRO who shall file with the Committee on Admissions a request to that effect, shall be entitled to be notified of the application of all candidates for membership a reasonable length of time before the Committee on Admissions acts upon such application.

SECTION 6. ADMISSION FEES AND ANNUAL DUES. Admission fees and annual dues of active members shall be as fixed from time to time by the Board of Directors. Dues shall be payable by each member upon receipt of a statement therefor from the Treasurer.

If any member fails to pay his dues within thirty (30) days after the same shall become payable, it shall be the duty of the Treasurer to notify him of his default and unless such dues are paid within thirty (30) days thereafter, his name and a statement of the amount due will be laid before the Board of Directors, which Board shall have the right to strike from the roll the name of the member continuing in default, provided that upon his written application and the payment of all dues to the date thereof, the Board of Directors may reinstate him as a member.

Every application for Active Membership shall be accompanied by an admission fee. If the application is made during the period between an annual meeting at the end of one fiscal year, the admission fee shall equal the annual dues then applicable; and if the application is made during the period after the completion of one-half (1/2) of said meetings and before the completion of the next subsequent annual meeting, the admission fee shall equal one-half (1/2) of the annual dues then applicable. If the applicant is elected to admission, the admission fee shall constitute the annual dues for the fiscal

year in which the application is made; and if the applicant is not elected to admission, the Treasurer shall return the admission fee to the applicant.

ARTICLE V

DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The Board of Directors shall manage the affairs of CENTRO subject to the Articles of Incorporation and the By-Laws.

SECTION 2. COMPOSITION OF THE BOARD. The Board of Directors shall consist of three (3) persons from the community serviced by CENTRO, three (3) persons who are representatives of community based organizations, three (3) persons who are admitted and currently licensed to practice law in the State of Minnesota, and the executive director of CENTRO who shall be an ex-officio member of the Board. The elected Directors of CENTRO shall hold their respective offices from the date of their election until their successors are elected and have qualified. In case of vacancy in any position on the Board of Directors, it shall be filled by appointment of the Board of Directors until the next annual meeting.

SECTION 3. POWERS OF THE BOARD. Five (5) members shall constitute a quorum. The Board shall have the power to make such regulations and take such action, not inconsistent with the Articles of Incorporation, By-Laws and recorded actions of CENTRO as, in its judgment, may be necessary for the welfare or to promote the objectives of CENTRO. All appropriation of funds of CENTRO must be made by the Board, or the members of CENTRO at the annual meeting or any special meeting.

SECTION 4. MEETINGS. Meetings of the Board of Directors shall be held immediately after the annual meeting of CENTRO and thereafter upon call of the President or the Secretary or any three (3) members of the Board.

SECTION 5. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of CENTRO, provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting

and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

ARTICLE VI

OFFICERS

SECTION 1. GENERAL. The officers of CENTRO shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected by the members at the annual meeting of the Association from among the active members of CENTRO who have been elected to the Board of Directors.

SECTION 2. TERMS OF OFFICE. The President, the Secretary and the Treasurer shall hold office for one year and shall enter upon their duties immediately upon election at the annual meeting of the members of CENTRO. In case of vacancy in any office, it shall be filled by appointment of the Board of Directors until the next annual meeting. The Vice President shall succeed the President in office.

SECTION 3. DUTIES OF THE PRESIDENT. The President is the Presiding Officer of CENTRO and of the Board of Directors. As the Presiding Officer of CENTRO, the President shall appoint all committees other than the auditing committee, as may be necessary during his term, which were not previously appointed before the annual meeting. The President shall be responsible for implementing the decisions of the Board of Directors and shall make full report of the year's work at the annual meeting of the members of CENTRO.

SECTION 4. DUTIES OF THE VICE PRESIDENT. The Vice President shall, in the absence or disability of the President, have the power to perform the duties of the President. He shall succeed the President in Office. The Vice President shall appoint for the next year a Committee on Admissions and such additional committees, other than the Committee on Nominations and the Auditing Committee, as may be required during his ensuing term as President. It shall be the duty of the Vice President to notify the Secretary at least thirty (30) days before each annual meeting of the appointments he has made.

SECTION 5. DUTIES OF THE SECRETARY. The Secretary shall keep a record of the proceedings of the meetings of CENTRO and of the Board of Directors and a record of all other matters of which a record shall be ordered by the Board of Directors. He/she

shall conduct the correspondence of the CENTRO under the direction of the President. He/she shall notify the officers and all members of committees of their election or appointment, shall issue notices of meetings, and, in the case of special meetings, shall add a brief note of the object of the call.

SECTION 6. DUTIES OF THE TREASURER. The Treasurer shall keep at all times a complete roll of the members, and shall notify new members of their election. He/she shall collect and, under the direction of the Board of Directors of CENTRO, shall disburse funds of CENTRO. He/she shall keep regular accounts in books belonging to CENTRO which shall be open to the inspection of any member of the Board of Directors and of the Auditing Committee at all times. He/she shall at the annual meeting report in writing the balance of money on hand and any existing appropriations, and shall make a full report of the receipts and disbursements of the past year, suitably classified, and of all outstanding obligations of CENTRO, with an estimate of the resources and probable expenses of the coming year, and he/she may make any suggestions pertinent thereto that he may deem proper.

His/her accounts shall be audited by a committee of three members of CENTRO, to be appointed by the Board of Directors prior to the annual meeting in each year, and this Committee shall report at such annual meeting.

ARTICLE VII

COMMITTEE

SECTION 1. STANDING COMMITTEES. The Standing Committees of CENTRO shall be as follows: a Committee on Nominations, and a Committee on Admissions.

SECTION 2. SPECIAL COMMITTEES. The Vice President shall have the power to appoint, from time to time, such Special Committees other than those stated in Article V, Section 5, as he shall deem appropriate. He shall notify the Secretary at least thirty (30) days before each annual meeting of the appointments he has made.

SECTION 3. COMMITTEE ON NOMINATIONS. The Committee on Nominations shall consist of five (5) Active Members of CENTRO, shall be appointed by the President to hold office until the next annual meeting, or until their successors are appointed. The Committee on Nominations shall fill its own vacancies occurring during its term of office. It shall be its duty to make nominations for officers, except President, and members of the Board of Directors whose terms of office expire at the next annual meeting, and to notify the Secretary at least 30 days before such annual meeting of the nominations it has made. The Secretary shall mail to all Active Members of CENTRO, at least 20

days before such meeting, a list of the nominations made by the Committee of Nominations. Any nominations other than those made by the Committee on Nominations must be made by at least five (5) members of CENTRO and submitted to the Secretary in writing not less than ten (10) days prior to the annual meeting. In case of any vacancy in the nominations, the Committee on Nominations may fill the vacancy by a later nomination, in which event the Secretary shall be notified of such other nomination at least six (6) days before the meeting, and notice thereof shall be mailed by the Secretary to all active Members at least three (3) days before the meeting.

SECTION 4. COMMITTEE ON ADMISSIONS. The Vice president shall appoint members to the Committee of Admissions, and such persons shall assume their duties as of the date of the annual meeting. The duties and functions of, and the procedures to be followed by, the Committee on Admissions shall be set forth in Section 4 of Article III of these By-Laws.

ARTICLE VIII

MEETINGS OF CENTRO

SECTION 1. ANNUAL MEETING. SPECIAL MEETINGS. The annual meeting of CENTRO shall be held during the month of April of each year upon such day as is designated by the President. Other special meetings of the members of CENTRO may be held from time to time on the call of the President or Secretary or of any five (5) members of the Board of Directors or of any twenty (20) Active Members of CENTRO.

SECTION 2. NOTICE. Written notice of each meeting of CENTRO shall be given by first class mail not less than one month before the date of each meeting and shall state place, date, and hour of the meeting and, if for a special meeting, shall also state the purpose or purposes for which the meeting is called.

SECTION 3. VOTING. In the transaction of business at any meeting of CENTRO in a majority vote of the Active Members represented in person shall decide. In case of a tie vote the presiding officer shall cast the deciding vote. Voting by proxy shall not be permitted.

SECTION 4. QUORUM. At any meeting of CENTRO, twenty percent (20) of the Active Membership as of the last annual meeting shall constitute a quorum.

SECTION 5. PRESIDING OFFICER. At all meetings of the CENTRO the President shall preside, or in his absence the Vice President, or any member of the Board of Directors, or, in the absence of all the members of the Board of Directors, any member selected by the meeting.

SECTION 6. ORDER OF BUSINESS. At each stated meeting of CENTRO, the order of business shall be as follows:

1. Reading of Minutes of preceding meeting.
2. Report of Board of Directors.
3. Report of the Treasurer.
4. Report of the Auditing Committee.
5. Report of Committee on Admissions.
6. Reports of other Standing Committees.
7. Reports of Special Committees.
8. Unfinished Business.
9. Elections.
10. New Business.

ARTICLE IV

SUSPENSIONS AND EXPULSIONS

SECTION 1. GENERAL. Any member of CENTRO may be suspended or expelled from CENTRO for violation of the Articles of Incorporation or By-Law of CENTRO, or, for reasons set forth in Section 3 of this Article in the manner prescribed herein.

SECTION 2. COMPLAINTS AGAINST MEMBERS. Complaints against a member of CENTRO for violation of the By-Laws or Articles of Incorporation of CENTRO may be made by any member of CENTRO or by an interested party. Every such complaint shall be in writing, subscribed by the complaining party and shall state plainly the basis for the complaint. If the Board of Directors shall deem such complaint of sufficient importance, the Directors shall by the affirmative vote of at least five of its Directors, all of whom must have heard the case may find the accused member to be guilty of the charge against him/her and may adjudge that he/she be expelled or suspended from CENTRO. But the expulsion or the suspension by the Board of Directors shall not become effective until thirty (30) days after such action shall have been taken and may be set aside by CENTRO at a stated shall have been taken and may be set aside by CENTRO at a stated meeting or at a special meeting duly called for the purpose. Such meeting shall be duly called at the request of the party involved.

ARTICLE X

PROPERTY

All interest in the property of CENTRO of persons resigning from CENTRO or otherwise ceasing to be members of CENTRO shall vest in CENTRO.

ARTICLE XI

AMENDMENTS

These By-Laws may be amended, but only by a two-thirds (2/3) vote of CENTRO present in person at an annual meeting of CENTRO, or at a special meeting called in accordance with the provisions of these By-Laws after notice mailed ten (10) days before the meeting to each Active Member of CENTRO, such notice to contain a copy of the proposed amendment with a precise statement of the purpose thereof.

place of business, and also such statement as shall be necessary to show her/his qualifications for membership and such additional statement as the proposers may think proper.

No candidate shall be screened by the Committee on Admissions unless s/he is personally known to a member. It shall be the duty of the Committee on Admissions to inquire carefully into the character and standing of the candidate, to receive and consider all communications from members of CENTRO respecting the candidate. The proceedings and record of the Committee on Admissions shall be secret and confidential, except to other Board members.

The Committee on Admissions shall report to the Board of Directors the names of those whom it screens for membership in CENTRO. The proceedings and records of the Board of Directors in this regard shall be secret and confidential.

All members of CENTRO who shall file with the Committee on Admissions a request to that effect, shall be entitled to be notified of the application of all candidates for membership a reasonable length of time before the Committee on Admissions acts upon such application.

SECTION 6. ADMISSION FEES AND ANNUAL DUES. Admission fees and annual dues of active members shall be as fixed from time to time by the Board of Directors. Dues shall be payable by each member upon receipt of a statement therefor from the Treasurer.

If any member fails to pay his/her dues within thirty (30) days after the same shall become payable, it shall be the duty of the Treasurer to notify him/her of his/her default and unless such dues are paid within thirty (30) days thereafter, his/her name and a statement of the amount due will be laid before the Board of Directors, which Board shall have the right to strike from the roll the name of the member continuing in default, provided that upon his/her written application and the payment of all dues to the date thereof, the Board of Directors may reinstate him/her as a member.

ARTICLE IV

DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The Board of Directors shall manage the affairs of CENTRO subject to the Articles of Incorporation and the By-Laws.

SECTION 2. COMPOSITION OF THE BOARD. The Board of Directors shall consist of three (3) persons from the community serviced by CENTRO, three (3) persons who are

representatives of community based organizations, three (3) persons who are admitted and currently licensed to practice law in the State of Minnesota, the executive director of CENTRO who shall be an ex officio member of the Board and such additional ex officio members as the Board may appoint from time to time, for a term set at the time of their appointment. The elected Directors of CENTRO shall hold their respective offices for a term of three years, with the positions of three directors, one from each category, terminating at each annual meeting. Directors may be elected to more than one term. In case of vacancy in any position on the Board of Directors, it shall be filled by appointment of the Board of Directors until the next annual meeting.

SECTION 3. REMOVAL OF BOARD MEMBERS. Any member of the Board of Directors who has three successive absences from meetings of the Board shall be automatically removed from the Board.

SECTION 4. POWERS OF THE BOARD. Five (5) members shall constitute a quorum. The Board shall have the power to make such regulations and take such action, not inconsistent with the Articles of Incorporation, By-Laws and recorded actions of CENTRO as, in its judgment, may be necessary for the welfare or to promote the objectives of CENTRO. All appropriation of funds of CENTRO must be made by the Board, or the members of CENTRO at the annual meeting or any special meeting.

SECTION 5. MEETINGS. Meetings of the Board of Directors shall be held immediately after the annual meeting of CENTRO and thereafter upon call of the President or the Secretary or any three (3) members of the Board.

SECTION 6. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors in the management of the business affairs of CENTRO, provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the

Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

ARTICLE V

OFFICERS

SECTION 1. GENERAL. The officers of CENTRO shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected by the members at the annual meeting of the Association from among the active members of CENTRO who have been elected to the Board of Directors.

SECTION 2. TERMS OF OFFICE. The President, the Secretary and the Treasurer shall hold office for one year and shall enter upon their duties immediately upon election at the annual meeting of the member of CENTRO. In case of vacancy in any office, it shall be filled by appointment of the Board of Directors until the next annual meeting.

SECTION 3. DUTIES OF THE PRESIDENT. The President is the Presiding Officer of CENTRO, the President shall appoint all committees other than the auditing committee, as may be necessary during his term, which were not previously appointed before the annual meeting. The President shall be responsible for implementing the decisions of the Board of Directors and shall make full report of the year's work at the annual meeting of the members of CENTRO.

SECTION 4. DUTIES OF THE VICE PRESIDENT. The Vice President shall, in the absence or disability of the President, have the power to perform the duties of the President.

SECTION 5. DUTIES OF THE SECRETARY. The Secretary shall keep a record of the proceedings of the meetings of CENTRO and of the Board of Directors and a record of all other matters of which a record shall be ordered by the Board of Directors. S/he shall conduct the correspondence of the CENTRO under the direction of the President. S/he shall notify the officers and all members of committees of their election or appointment, shall issue notices of meetings, and, in the case of special meetings, shall add a brief note of the object of the call.

SECTION 6. DUTIES OF THE TREASURER. The Treasurer shall keep at all times a complete roll of the members, and shall notify new members of their election. S/he shall collect and, under the direction of the Board of Directors of CENTRO, shall disburse funds of CENTRO. S/he shall keep regular accounts in books belonging to CENTRO which shall be open to the inspection of any member of the Board of Directors and of the Auditing Committee at all times. S/he shall at the annual meeting report in writing the

balance of money on hand and any existing appropriations, and shall make a full report of the receipts and disbursements of the past year, suitably classified, and of all outstanding obligations of CENTRO, with an estimate of the resources and probable expenses of the coming year, and s/he may make any suggestions pertinent thereto that s/he may deem proper.

His/her accounts shall be audited by a committee of three members of CENTRO, to be appointed by the Board of Directors prior to the annual meeting in each year, and this Committee shall report at such annual meeting.

ARTICLE VI

COMMITTEE

SECTION 1. STANDING COMMITTEES. The Standing Committees of CENTRO shall be as follows: a Committee on Nominations, and a Committee on Admissions.

SECTION 2. SPECIAL COMMITTEES. The Vice President shall have the power to appoint, from time to time, such Special Committees other than those stated in Article V, Section 5, as he shall deem appropriate. He shall notify the Secretary at least thirty (30) days before each annual meeting of the appointments he has made.

Membership SECTION 3. COMMITTEE ON NOMINATIONS. The Committee on Nominations shall consist of five (5) Active Members of CENTRO, shall be appointed by the President to hold office until the next annual meeting, or until their successors are appointed. The Committee on Nominations shall fill its own vacancies occurring during its term of office. It shall be its duty to make nominations for officers, except President, and members of the Board of Directors whose terms of office expire at the next annual meeting, and to notify the Secretary at least thirty (30) days before such annual meeting of the nominations it has made. The Secretary shall mail to all Active Members of CENTRO, at least twenty (20) days before such meeting, a list of the nominations made by the Committee of Nominations. Any nominations other than those made by the Committee of Nominations must be made by at least five (5) members of CENTRO and submitted to the Secretary in writing not less than ten (10) days prior to the annual meeting. In case of any vacancy in the nominations, the Committee on Nominations may fill the vacancy by a later nomination, in which event the Secretary shall be notified of such other nomination at least six (6) days before the meeting, and notice thereof shall be mailed by the Secretary to all active Members at least three (3) days before the meeting.

SECTION 4. COMMITTEE ON ADMISSIONS. The Vice President shall appoint members to the Committee of Admissions, and such persons shall assume their duties as of the date of the annual meeting. The duties and functions of, and the procedures to be followed by, the Committee on Admissions shall be set forth in Section 5 of Article III of these By-Laws.

ARTICLE VII

MEETINGS OF CENTRO

SECTION 1. ANNUAL MEETING. SPECIAL MEETINGS. The annual meeting of CENTRO shall be held during the month of April of each year upon such day as is designated by the President. Other special meetings of the members of CENTRO may be held from time to time on the call of the President or Secretary or of any five (5) members of the Board of Directors or of any twenty (20) Active Members of CENTRO.

SECTION 2. NOTICE. Written notice of each meeting of CENTRO shall be given by first class mail not less than one month before the date of each meeting and shall state place, date, and hour of the meeting and, if for a special meeting, shall also state the purpose or purposes for which the meeting is called.

SECTION 3. VOTING. In the transaction of business at any meeting of CENTRO in a majority vote of the Active Members represented in person shall decide. In case of a tie vote the presiding officer shall cast the deciding vote. Voting by proxy shall not be permitted.

SECTION 4. QUORUM. At any meeting of CENTRO, twenty (20) percent of the Active Membership as of the last annual meeting shall constitute a quorum.

SECTION 5. PRESIDING OFFICER. At all meetings of the CENTRO the President shall preside, or in his/her absence the Vice President, or any member of the Board of Directors, or, in the absence of all the members of the Board of Directors, any member selected by the meeting.

SECTION 6. ORDER OF BUSINESS. At each stated meeting of CENTRO, the order of business shall be as follows:

1. Reading of Minutes of preceding meeting.
2. Report of Board of Directors.
3. Report of the Treasurer.
4. Report of the Auditing Committee.
5. Report of Committee on Admissions.
6. Reports of other Standing Committees.
7. Reports of Special Committees.
8. Unfinished Business.
9. Elections.

10. New Business.

ARTICLE VIII

SUSPENSIONS AND EXPULSIONS

SECTION 1. GENERAL. Any member or Director of Centro may be suspended or expelled from CENTRO for violation of the Articles of Incorporation or By-Law of CENTRO, or, for reasons set forth in Section 3 of this Article in the manner prescribed herein.

SECTION 2. COMPLAINTS AGAINST MEMBERS. Complaints against a member of CENTRO for violation of the By-Laws or Articles of Incorporation of CENTRO may be made by any member of CENTRO or by an interested party. Every such complaint shall be in writing, subscribed by the complaining party and shall state plainly the basis for the complaint. If the Board of Directors shall deem such complaint of sufficient importance, the Directors shall by the affirmative vote of at least five of its Directors, all of whom must have heard the case may find the accused member to be guilty of the charge against him/her and may adjudge that he/she be expelled or suspended from CENTRO. But the expulsion or the suspension by the board of Directors shall not become effective until thirty (30) days after such action shall have been taken and may be set aside by CENTRO at a stated shall have been taken and may be set aside by CENTRO at a stated meeting or at a special meeting duly called for the purpose. Such meeting shall be duly called at the request of the party involved.

ARTICLE IX

PROPERTY

All interested in the property of CENTRO of persons resigning from CENTRO or otherwise ceasing to be members of CENTRO shall vest in CENTRO.

ARTICLE X

AMENDMENTS

These By-Laws may be amended, but only by a two-thirds (2/3) vote of CENTRO present in person at an annual meeting of CENTRO, or at a special meeting called in accordance with the provisions of these By-Laws after notice mailed ten (10) days before the meeting to each Active Member of CENTRO, such notice to contain a copy of the proposed amendment with a precise statement of the purpose thereof.

By-Laws
CENTRO LEGAL, INC.
(As Amended on March 15, 1990)

ARTICLE I. NAME

This corporation shall be called "CENTRO LEGAL, INC."
(for purposes of these By-Laws the corporation shall be referred to as "CENTRO").

ARTICLE II. PURPOSES

CENTRO is establish to provide legal relief to all low-income, distressed and under privileged person, with an emphasis on the Hispanic community of Minnesota. This shall be accomplished through high-quality legal services and an emphasis on community participation in legal matters.

ARTICLE III. BOARD OF DIRECTORS

A. Responsibilities: The Board of Directors (hereinafter shall be referred to as "Board") is entrusted with the management, control and direction of CENTRO'S subject to the Articles of Incorporation and the By-Laws of CENTRO.

B. Composition and Election of Board of Directors:
The Board shall consist of a minimum ten (10) elected voting Directors, and the Chief Legal Officer, who sits as an ex officio member. In addition, the Board may from time to time appoint additional ex officio members as it deems appropriate. The additional ex officio members shall sit for a fixed term determined by the Board, not to exceed

By-Laws
CENTRO LEGAL, INC.
(As Amended on ~~February 29, 1988~~)
March 15, 1990

ARTICLE I. NAME

This corporation shall be called "CENTRO LEGAL, INC."
(for purposes of these By-Laws the corporation shall be referred to as "CENTRO").

ARTICLE II. PURPOSES

CENTRO is establish to provide legal relief to all low-income, distressed and under priviledged person, with an emphasis on the Hispanic community of Minnesota. This shall be accomplished through high-quality legal services and an emphasis on community participation in legal matters.

ARTICLE III. BOARD OF DIRECTORS

A. Responsibilities: The Board of Directors (hereinafter shall be referred to as "Board") is entrusted with the management, control and direction of CENTRO'S subject to the Articles of Incorporation and the By-Laws of CENTRO.

B. Composition and Election of Board of Directors:
The Board shall consist of ^{a minimum of at least ten} ~~twelve~~ ¹⁰ (42) elected voting Directors, and the Chief ^{Legal} ~~Executive~~ Officer, who sits as an ex officio member. In addition, the Board may from time to time appoint additional ex officio members as it deems appropriate. The additional ex officio members shall sit for a fixed term determined by the Board, not to exceed

three (3) years. Each director shall be elected at the annual meeting by a majority of the Active Members and Directors present.

~~Each Director of~~ ^{of Director} The Board ^{active of the following} shall represent ~~one of four~~ ^{be} categories: community, organizational, attorney and at-large. The ~~twelve Director~~ ^{include} Board shall ~~consist of at~~ ^{least (2)} persons from the following categories: The community serviced by CENTRO, representatives of community-based organizations which serve low-income, distressed and/or under privileged persons, Minnesota Licensed attorneys, and at large. ✓

C. Term and Vacancy of Directors: Each elected Director shall serve for a term of three (3) years, ~~with the positions of four Directors, one from each category, terminating at each annual meeting.~~ Directors may be elected to more than one term. In the event of a vacancy in any position on the Board, the remaining Directors shall appoint a new Director who shall serve until the next annual meeting is held, at which time a successor will be elected for the unexpired term.

D. Removal of Directors: A Director shall be automatically removed from the Board for failure to attend two consecutive Board meetings without an excuse. Failure to notify an Executive Committee member or prior to the meeting of an inability to attend a meeting constitutes an unexcused absence. A Director may be removed for violation of the Articles of Incorporation, the By Laws of CENTRO, or

three (3) years. Each director shall be elected at the annual meeting by a majority of the Active Members and Directors present.

The Board of Directors shall be representative of the following categories: community, organizational, attorney and at-large. The Board shall include persons from the following categories: The community serviced by CENTRO, representatives of community-based organizations which serve low-income, distressed and/or under privileged persons, Minnesota Licensed attorneys, and at large.

C. Term and Vacancy of Directors: Each elected Director shall serve for a term of three (3) years. Directors may be elected to more than one term. In the event of a vacancy in any position on the Board, the remaining Directors shall appoint a new Director who shall serve until the next annual meeting is held, at which time a successor will be elected for the unexpired term.

D. Removal of Directors: A Director shall be automatically removed from the Board for failure to attend two consecutive Board meetings without an excuse. Failure to notify an Executive Committee member or prior to the meeting of an inability to attend a meeting constitutes an unexcused absence. A Director may be removed for violation of the Articles of Incorporation, the By Laws of CENTRO, or

By-Laws
CENTRO LEGAL, INC.
(As Amended on February 29, 1988)

ARTICLE I. NAME

This corporation shall be called "CENTRO LEGAL, INC."
(for purposes of these By-Laws the corporation shall be referred to as "CENTRO").

ARTICLE II. PURPOSES

CENTRO is establish to provide legal relief to all low-income, distressed and under priviledged person, with an emphasis on the Hispanic community of Minnesota. This shall be accomplished through high-quality legal services and an emphasis on community participation in legal matters.

ARTICLE III. BOARD OF DIRECTORS

A. Responsibilities: The Board of Directors (hereinafter shall be referred to as "Board") is entrusted with the management, control and direction of CENTRO'S subject to the Articles of Incorporation and the By-Laws of CENTRO.

B. Composition and Election of Board of Directors:
The Board shall consist of ^{at least 10} twelve (12) elected voting Directors, and the Chief ^{omitted} Executive Officer, who sits as an ex officio member. In addition, the Board may from time to time appoint additional ex officio members as it deems appropriate. The additional ex officio members shall sit for a fixed term determined by the Board, not to exceed

three (3) years. Each director shall be elected at the annual meeting by a majority of the Active Members and Directors present.

~~Each~~ Director^{he} of the Board shall represent ^{the} ~~one~~ ^{various} of four categories: community, organizational, attorney and at-large. ~~The twelve~~ Director Board shall ^{include} ~~consist of at~~ least (2) persons from the following categories: The community serviced by CENTRO, representatives of community-based organizations which serve low-income, distressed and/or under privileged persons, Minnesota Licensed attorneys, and at large. ^{omit}

C. Term and Vacancy of Directors: Each elected Director shall serve for a term of three (3) years, ^{with the} positions of four Directors, one from each category, terminating at each annual meeting. Directors may be elected to more than one term. In the event of a vacancy in any position on the Board, the remaining Directors shall appoint a new Director who shall serve until the next annual meeting is held, at which time a successor will be elected for the unexpired term.

D. Removal of Directors: A Director shall be automatically removed from the Board for failure to attend two consecutive Board meetings without an excuse. Failure to notify an Executive Committee member or prior to the meeting of an inability to attend a meeting constitutes an unexcused absence. A Director may be removed for violation of the Articles of Incorporation, the By Laws of CENTRO, or

for any other conduct which places Centro in an unfavorable light in the community. Removal shall be made in the manner set out under Article VIII.

E. Meetings and Quorum: The Board shall hold at least one meeting per calendar quarter. At the first regularly scheduled meeting the Board shall decide on the number of meetings and specific dates for the current calendar year. A special meeting of the Board can be called by the President or four (4) members of the Board upon two days notice. Fifty percent of the active voting members of the board shall constitute a quorum and can conduct business. In the event of an odd number of active board members, the fraction (in determining quorum) will be disregarded.

F. Voting: In the transaction of business at any meeting of the Board, the majority vote of the Directors present shall be decisive. In the event of a tie vote, the Presiding Officer shall cast the deciding vote.

G. Powers of the Board: The Board shall have the power to make such regulations and take such action not inconsistent with the Articles of Incorporation, and By Laws, as, in its judgment, may be necessary for the welfare or to promote the purpose of CENTRO. This includes, but is not necessarily limited to

1. Ensuring that CENTRO'S mission, direction and goals are clearly and appropriately defined;
2. Reviewing program plans and budgets;
3. Selection and evaluation of the Chief Executive Officer.

4. Collection and Disbursement of CENTRO'S funds, and the delegation of this function to the Finance Committee.
5. Evaluating the over all effectiveness of the organization;
6. Representing CENTRO to the public and conversely the needs and interests of the public to CENTRO.
7. Appointing and hiring a Certified Public Accountant

The Board can and should delegate the day-to-day management of CENTRO to he Chief Executive Officer and his/her staff.

ARTICLE IV: OFFICERS

A. Elections: The officers of CENTRO shall be a President, Vice-President, Secretary, and Treasurer. The officers shall be elected by a majority of the Directors present at the first meeting following the Annual Meeting. The Directors can, upon motion approved by a majority of the Directors present, merge into one office the offices of Vice-President and Secretary.

B. Terms of Office: The officers elected by the Board shall hold office for a one year term and shall enter upon their duties immediately upon election. In case of vacancy in any office, it shall be filled by appointment of the Board until the next regular election.

C. Duties of President: The President shall be the presiding officer and Chief Spokes Person of CENTRO and shall appoint, with the advice of the Board, members to the standing and ad hoc committees. When appropriate and as necessary the President shall seek assistance from Board

members to carry out the duties of the office. The President shall be responsible for implementation of the decisions of the Board and shall make a full report of CENTRO'S work to the members of CENTRO'S at the annual meeting.

D. Duties of the Vice-President: The Vice-President shall assist the President in performing his/her duties and the Vice-President shall, in the absence or disability of th President, have the power to perform the duties of the President.

E. Duties of the Secretary: The Secretary shall cause to be kept a record of the proceedings of the Board of Directors and of the Annual Meeting of CENTRO. In addition, the Secretary shall cause to be kept a record of al other matters of which a record shall be ordered by the Board. S/he shall conduct the correspondence of CENTRO under the direction of the President. S/he shall notify the officers and all members of committees of their election or appointment; shall issue notices of meetings; and in the case of special meetings, shall add a brief note of the reason for the call.

F. Duties of the Treasurer: The Treasurer shall see that a complete roll of the Members is kept and that new Members are notified of their election. The Treasurer shall be a member of the Finance Committee of the Board. The Treasurer's accounts shall be audited annually be a Certified Public Accountant hired by the Board. S/he shall

see that regular accounts are kept in books belonging to CENTRO. The books shall be open to the inspection of any member of the Board, after 24 hour notice to the Treasurer. The books shall also be open to the Auditor appointed by the Board. S/he shall at the annual meeting make a full report in writing of the receipts and disbursements of the past year, the balance of money on hand, all outstanding obligations of CENTRO, and an estimate of the resources and probable expenses of the coming year. In addition, s/he may make appropriate recommendations pertinent to the fiscal health of CENTRO. The Treasurer will also set our Finance Committee.

ARTICLE V. COMMITTEES

A. Standing Committees: The Standing Committees of CENTRO shall be as follows: Executive Committee, Finance Committee, Membership Committee, and Personnel Committee.

B. Executive Committee: The Executive Committee is composed of the Board of officers and the Chief Executive Officer (non-voting). The Executive Committee can:

1. Take interim action, if needed, between Board Meetings, within guidelines established by the Board.
2. Conduct annual performance review of Chief Executive Office.
3. Nominate officers and committee members for consideration by the full Board.
4. Oversee the development of long-range and yearly plans for CENTRO.

C. Finance Committee: The Finance Committee is to be composed of the Treasurer, at least one other Board member and at least one staff member from CENTRO. The Finance Committee can:

1. Review long-range and yearly financial plans and recommend action to the full Board.
2. Recommend fund raising goals for action by the Board.
3. Recommend financial and investment policies to the Board.
4. Recommend an Auditor to the Board and review the audit and recommend its approval to the Board.
5. Monitor budget adherence.
6. Assist the Chief Executive Officer, as requested and appropriate, with financial plans and problems.

D. Membership Committee: The Membership Committee shall consist of at least three (3) Board members. The Membership Committee is responsible for carrying out the duties outlined in Article VI. It shall recommend to the Board any Admission Fee and Annual Dues required for membership.

E. Personnel Committee: The Personnel Committee shall consist of at least three (3) Board Members and the Chief Executive Officer. The Personnel Committee shall:

1. Ensure that Personnel policies are clear, up-to-date, and adequate.
2. Recruit and screen candidates for Chief Executive Officer.
3. Ensure that job descriptions, staff salary ranges, and benefit packages are up-to-date.

4. Assist the Chief Executive Officer, as requested and appropriate, with personnel plans and problems.

F. Ad Hoc Committee: The President may from time to time designate one or more committees, consisting of at least two directors, to investigate, review and make recommendations on particular issues of importance to CENTRO.

The President may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the Committee. The Board can delegate some of its powers to the committee provided that such delegation is expressly and specifically made and recorded, and such delegation is approved by a majority of the whole Board.

Such committees shall have such name or names as may be determined by the President. Each committee shall keep regular minutes of its meetings and provide a copy of its report to the Board at the next meeting of the Board.

ARTICLE VI. MEMBERS

A. Members: Any person who has demonstrable interest in seeing that the poor and distressed and/or the underprivileged are provided with legal services shall be eligible for election to active membership.

B. Admission of Members: No person shall be admitted to active membership of CENTRO unless s/he has been screened by the Membership Committee.

C. Election of Members: Candidates for membership must be proposed by a member of CENTRO who shall send to the Chair of the Membership Committee, the name of the candidate together with the street number of her/his place of business, and also such statement as shall be necessary to show her/his qualifications for membership and such additional statement as the proposers may think proper.

It shall be the duty of the Membership Committee to inquire carefully into the character and standing of the candidate, to receive and consider all communications from members of CENTRO respecting the candidate. The proceedings and record of the Membership Committee shall be secret and confidential.

The Membership Committee shall report to the Board of Directors the names of those whom it screens for membership in CENTRO.

All members of CENTRO who shall file with the Membership Committee a request to that effect, shall be entitled to be notified of the application of all candidates for membership a reasonable length of time before the Membership Committee acts upon such application.

D. Admission Fees and Annual Dues: Admission fees and annual dues of active members shall be as fixed from time to time by the Board of Directors. Dues shall be payable by each member upon receipt of a statement therefor from the Treasurer.

If any member fails to pay his/her dues within thirty (30) days after the same shall become payable, it shall be the duty of the Treasurer to notify him/her of his/her default and, unless such dues are paid within thirty (30) days thereafter, his/her name and a statement of the amount due will be laid before the Board of Directors, which Board shall have the right to strike from the roll the name of the member continuing in default, provided that upon his/her written application and; the payment of all dues to the date thereof, the Board of Directors may reinstate him/her as a member.

E. Meetings: The membership can, pursuant to Article VII, call a Special Meeting. At the Special Meeting, at the membership shall have the same powers that it has at an Annual Meeting.

ARTICLE VII. MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting: The Annual Meeting of CENTRO shall be held during the month of November of each year upon such day as is designated by the President.

B. Special Meetings: Special meetings of the Members of CENTRO maybe held from time to time on the call of two-thirds (2/3) of the members of CENTRO, or under Article VIII, upon the request of the Board of Directors.

C. Notice: Written notice of each meeting of CENTRO shall be given by first class mail not less than three weeks before the date of each meeting and shall state

the place, date and time of the meeting and, for a special meeting, shall also state the purpose or purposes for the meeting.

D. Voting: In the transaction of business at any meeting of CENTRO, a majority vote of the Active Members present shall be decisive. In the event of a tie vote, the presiding officer shall cast the deciding vote. Voting by proxy shall not be permitted.

E. Quorum: At any meeting of CENTRO, twenty, (20) percent of the Active Membership, as of the last annual meeting, shall constitute a quorum.

F. Presiding Officer: At the annual meeting of CENTRO, the President shall preside, or in his/her absence, the Vice-President, or any member of the Board selected by the Members present, or in the absence of all of the above, any Member selected by the Members present. At all special meetings, the Members shall select the Presiding Officer.

ARTICLE VIII: SUSPENSION AND EXPULSION

A. General: Any member of Director of CENTRO may be suspended or expelled from CENTRO for violation of the Articles of Incorporation, By Laws of CENTRO, or for any other conduct which places CENTRO in an unfavorable light in the community.

B. Complaints against Members: Complaints against a member of CENTRO for violation of this Article may be made by any member of CENTRO or by an interested party. Every such complaint shall be in writing, subscribed by the

complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall by the affirmative vote of at least seven (7) of its Directors, all of whom must have heard the case, may find probable cause for the charge against him/her and may recommend that s/he be expelled or suspended from CENTRO. The charge and recommendation shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it has the power to accept the recommendation or approve its own discipline, by a similar vote.

C. Complaints against Director: Complaints against a Director for violation of this Article may be made by any member of Director of CENTRO, or by an interested party. Every such complaint shall be in writing, subscribed by the complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall, by the affirmative vote of at least seven (7) of its Directors, all of whom must have heard the case, find probable cause for the charge against him/her and shall

recommend that s/her be remove as a Director. Suspension from the Board of Directors is not available as disciplinary action.

The charge and recommendation shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of a majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it must accept the recommendation as to removal from the Board of Directors, and, as well, may approve its own discipline with regard to membership suspension or expulsion, by a similar vote.

ARTICLE IX. PROPERTY

All interest in the property of CENTRO of person resigning from CENTRO or otherwise ceasing to be members of CENTRO shall vest in CENTRO

ARTICLE X. AMENDMENTS

These By Laws may be amended, but only by a two-thirds (2/3) vote of the Board of Directors present in person at an annual meeting of CENTRO, or at a special meeting called in accordance with the provisions of these By Laws after notice mailed ten (10) days before the meeting to each Board Member. Such notice to contain a copy of the proposed amendment with a precise statement of the purpose thereof.

By-Laws
CENTRO LEGAL, INC.
(As Amended on February 13, 1986)

ARTICLE I. NAME

This corporation shall be called "CENTRO LEGAL, INC."
(for purposes of these By-Laws the corporation shall be referred to as "CENTRO").

ARTICLE II. PURPOSES

CENTRO is establish to provide legal relief to all low-income, distressed and under priviledged person, with an emphasis on the Hispanic community of Minnesota. This shall be accomplished through high-quality legal services and an emphasis on community participation in legal matters.

ARTICLE III. BOARD OF DIRECTORS

A. Responsibilities: The Board of Directors (hereinafter shall be referred to as "Board") is entrusted with the management, control and direction of CENTRO'S subject to the Articles of Incorporation and the By-Laws of CENTRO.

B. Composition and Election of Board of Directors:
The Board shall consist of twelve (12) elected voting Directors, and the Chief Executive Officer, who sits as an ex officio member. In addition, the Board may from time to time appoint additional ex officio members as it deems appropriate. The additional ex officio members shall sit for a fixed term determined by the Board, not to exceed

three (3) years. Each director shall be elected at the annual meeting by a majority of the Active Members and Directors present.

Each Director of the Board shall represent one of three categories: community, organizational, and attorney. The twelve Director Board shall consist of three (3) persons from the community serviced by CENTRO, three (3) persons who are representatives of community-based organizations which serve low-income, distressed and/or under privileged persons, three (3) persons who are admitted and currently licensed to practice law in the State of Minnesota, and 3 persons at large.

C. Term and Vacancy of Directors: Each elected Director shall serve for a term of three (3) years, with the positions of four Directors, one from each category, terminating at each annual meeting. Directors may be elected to more than one term. In the event of a vacancy in any position on the Board, the remaining Directors shall appoint a new Director who shall serve until the next annual meeting is held, at which time a successor will be elected for the unexpired term.

D. Removal of Directors: A Director shall be automatically removed from the Board for failure to attend two consecutive Board meetings without an excuse. Failure to notify an Executive Committee member or prior to the meeting of an inability to attend a meeting constitutes an unexcused absence. A Director may be removed for violation

of the Articles of Incorporation, the By Laws of CENTRO, or for any other conduct which places Centro in an unfavorable light in the community. Removal shall be made in the manner set out under Article VIII.

E. Meetings and Quorum: The Board shall hold at least one meeting per calendar quarter. At the first regularly scheduled meeting the Board shall decide on the number of meetings and specific dates for the current calendar year. A special meeting of the Board can be called by the President or four (4) members of the Board upon two days notice. Seven (7) voting members of the Board shall constitute a quorum and can conduct business.

F. Voting: In the transaction of business at any meeting of the Board, the majority vote of the Directors present shall be decisive. In the event of a tie vote, the Presiding Officer shall cast the deciding vote.

G. Powers of the Board: The Board shall have the power to make such regulations and take such action not inconsistent with the Articles of Incorporation, and By Laws, as, in its judgment, may be necessary for the welfare or to promote the purpose of CENTRO. This includes, but is not necessarily limited to

1. Ensuring that CENTRO'S mission, direction and goals are clearly and appropriately defined;
2. Reviewing program plans and budgets;
3. Selection and evaluation of the Chief Executive Officer.

4. Collection and Disbursement of CENTRO'S funds, and the delegation of this function to the Finance Committee.
5. Evaluating the over all effectiveness of the organization;
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7. Appointing and hiring a Certified Public Accountant

The Board can and should delegate the day-to-day management of CENTRO to he Chief Executive Officer and his/her staff.

ARTICLE IV: OFFICERS

A. Elections: The officers of CENTRO shall be a President, Vice-President, Secretary, and Treasurer. The officers shall be elected by a majority of the Directors present at the first meeting following the Annual Meeting. The Directors can, upon motion approved by a majority of the Directors present, merge into one office the offices of Vice-President and Secretary.

B. Terms of Office: The officers elected by the Board shall hold office for a one year term and shall enter upon their duties immediately upon election. In case of vacancy in any office, it shall be filled by appointment of the Board until the next regular election.

C. Duties of President: The President shall be the presiding officer and Chief Spokes Person of CENTRO and shall appoint, with the advice of the Board, members to the standing and ad hoc committees. When appropriate and as necessary the President shall seek assistance from Board

members to carry out the duties of the office. The President shall be responsible for implementation of the decisions of the Board and shall make a full report of CENTRO'S work to the members of CENTRO'S at the annual meeting.

D. Duties of the Vice-President: The Vice-President shall assist the President in performing his/her duties and the Vice-President shall, in the absence or disability of th President, have the power to perform the duties of the President.

E. Duties of the Secretary: The Secretary shall cause to be kept a record of the proceedings of the Board of Directors and of the Annual Meeting of CENTRO. In addition, the Secretary shall cause to be kept a record of al other matters of which a record shall be ordered by the Board. S/he shall conduct the correspondence of CENTRO under the direction of the President. S/he shall notify the officers and all members of committees of their election or appointment; shall issue notices of meetings; and in the case of special meetings, shall add a brief note of the reason for the call.

F. Duties of the Treasurer: The Treasurer shall see that a complete roll of the Members is kept and that new Members are notified of their election. The Treasurer shall be a member of the Finance Committee of the Board. The Treasurer's accounts shall be audited annually be a Certified Public Accountant hired by the Board. S/he shall

see that regular accounts are kept in books belonging to CENTRO. The books shall be open to the inspection of any member of the Board, after 24 hour notice to the Treasurer. The books shall also be open to the Auditor appointed by the Board. S/he shall at the annual meeting make a full report in writing of the receipts and disbursements of the past year, the balance of money on hand, all outstanding obligations of CENTRO, and an estimate of the resources and probable expenses of the coming year. In addition, s/he may make appropriate recommendations pertinent to the fiscal health of CENTRO. The Treasurer will also set our Finance Committee.

ARTICLE V. COMMITTEES

A. Standing Committees: The Standing Committees of CENTRO shall be as follows: Executive Committee, Finance Committee, Membership Committee, and Personnel Committee.

B. Executive Committee: The Executive Committee is composed of the Board of officers and the Chief Executive Officer (non-voting). The Executive Committee can:

1. Take interim action, if needed, between Board Meetings, within guidelines established by the Board.
2. Conduct annual performance review of Chief Executive Office.
3. Nominate officers and committee members for consideration by the full Board.
4. Oversee the development of long-range and yearly plans for CENTRO.

C. Finance Committee: The Finance Committee is to be composed of the Treasurer, at least one other Board member and at least one staff member from CENTRO. The Finance Committee can:

1. Review long-range and yearly financial plans and recommend action to the full Board.
2. Recommend fund raising goals for action by the Board.
3. Recommend financial and investment policies to the Board.
4. Recommend an Auditor to the Board and review the audit and recommend its approval to the Board.
5. Monitor budget adherence.
6. Assist the Chief Executive Officer, as requested and appropriate, with financial plans and problems.

D. Membership Committee: The Membership Committee shall consist of at least three (3) Board members. The Membership Committee is responsible for carrying out the duties outlined in Article VI. It shall recommend to the Board any Admission Fee and Annual Dues required for membership.

E. Personnel Committee: The Personnel Committee shall consist of at least three (3) Board Members and the Chief Executive Officer. The Personnel Committee shall:

1. Ensure that Personnel policies are clear, up-to-date, and adequate.
2. Recruit and screen candidates for Chief Executive Officer.
3. Ensure that job descriptions, staff salary ranges, and benefit packages are up-to-date.

4. Assist the Chief Executive Officer, as requested and appropriate, with personnel plans and problems.

F. Ad Hoc Committee: The President may from time to time designate one or more committees, consisting of at least two directors, to investigate, review and make recommendations on particular issues of importance to CENTRO.

The President may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the Committee. The Board can delegate some of its powers to the committee provided that such delegation is expressly and specifically made and recorded, and such delegation is approved by a majority of the whole Board.

Such committees shall have such name or names as may be determined by the President. Each committee shall keep regular minutes of its meetings and provide a copy of its report to the Board at the next meeting of the Board.

ARTICLE VI. MEMBERS

A. Members: Any person who has demonstrable interest in seeing that the poor and distressed and/or the underprivileged are provided with legal services shall be eligible for election to active membership.

B. Admission of Members: No person shall be admitted to active membership of CENTRO unless s/he has been screened by the Membership Committee.

C. Election of Members: Candidates for membership must be proposed by a member of CENTRO who shall send to the Chair of the Membership Committee, the name of the candidate together with the street number of her/his place of business, and also such statement as shall be necessary to show her/his qualifications for membership and such additional statement as the proposers may think proper.

It shall be the duty of the Membership Committee to inquire carefully into the character and standing of the candidate, to receive and consider all communications from members of CENTRO respecting the candidate. The proceedings and record of the Membership Committee shall be secret and confidential.

The Membership Committee shall report to the Board of Directors the names of those whom it screens for membership in CENTRO.

All members of CENTRO who shall file with the Membership Committee a request to that effect, shall be entitled to be notified of the application of all candidates for membership a reasonable length of time before the Membership Committee acts upon such application.

D. Admission Fees and Annual Dues: Admission fees and annual dues of active members shall be as fixed from time to time by the Board of Directors. Dues shall be payable by each member upon receipt of a statement therefor from the Treasurer.

If any member fails to pay his/her dues within thirty (30) days after the same shall become payable, it shall be the duty of the Treasurer to notify him/her of his/her default and, unless such dues are paid within thirty (30) days thereafter, his/her name and a statement of the amount due will be laid before the Board of Directors, which Board shall have the right to strike from the roll the name of the member continuing in default, provided that upon his/her written application and; the payment of all dues to the date thereof, the Board of Directors may reinstate him/her as a member.

E. Meetings: The membership can, pursuant to Article VII, call a Special Meeting. At the Special Meeting, at the membership shall have the same powers that it has at an Annual Meeting.

ARTICLE VII. MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting: The Annual Meeting of CENTRO shall be held during the month of November of each year upon such day as is designated by the President.

B. Special Meetings: Special meetings of the Members of CENTRO maybe held from time to time on the call of two-thirds (2/3) of the members of CENTRO, or under Article VIII, upon the request of the Board of Directors.

C. Notice: Written notice of each meeting of CENTRO shall be given by first class mail not less than three weeks before the date of each meeting and shall state

the place, date and time of the meeting and, for a special meeting, shall also state the purpose or purposes for the meeting.

D. Voting: In the transaction of business at any meeting of CENTRO, a majority vote of the Active Members present shall be decisive. In the event of a tie vote, the presiding officer shall cast the deciding vote. Voting by proxy shall not be permitted.

E. Quorum: At any meeting of CENTRO, twenty, (20) percent of the Active Membership, as of the last annual meeting, shall constitute a quorum.

F. Presiding Officer: At the annual meeting of CENTRO, the President shall preside, or in his/her absence, the Vice-President, or any member of the Board selected by the Members present, or in the absence of all of the above, any Member selected by the Members present. At all special meetings, the Members shall select the Presiding Officer.

ARTICLE VIII: SUSPENSION AND EXPULSION

A. General: Any member of Director of CENTRO may be suspended or expelled from CENTRO for violation of the Articles of Incorporation, By Laws of CENTRO, or for any other conduct which places CENTRO in an unfavorable light in the community.

B. Complaints against Members: Complaints against a member of CENTRO for violation of this Article may be made by any member of CENTRO or by an interested party. Every such complaint shall be in writing, subscribed by the

complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall by the affirmative vote of at least seven (7) of its Directors, 11 of whom must have heard the case, may find probable cause for the charge against him/her and may recommend that s/he be expelled or suspended from CENTRO. The charge and recommendation shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it has the power to accept the recommendation or approve its own discipline, by a similar vote.

C. Complaints against Director: Complaints against a Director for violation of this Article may be made by any member of Director of CENTRO, or by an interested party. Every such complaint shall be in writing, subscribed by the complaining party, and shall state plainly the basis for the complaint. If the Board of Directors shall deem such a complaint of sufficient importance, the Directors shall, by the affirmative vote of at least seven (7) of its Directors, all of whom must have heard the case, find probable cause for the charge against him/her and shall

recommend that s/her be remove as a Director. Suspension from the Board of Directors is not available as disciplinary action.

The charge and recommendation shall then be submitted to the Membership at a Special Meeting, called by the Board pursuant to Article VII(B). The membership shall vote upon the charge and the recommendation. An affirmative vote of a majority of all members shall be sufficient to act upon the charge and recommendation. In the event the membership accepts the charge, it must accept the recommendation as to removal from the Board of Directors, and, as well, may approve its own discipline with regard to membership suspension or expulsion, by a similar vote.

ARTICLE IX. PROPERTY

All interest in the property of CENTRO of person resigning from CENTRO or otherwise ceasing to be members of CENTRO shall vest in CENTRO

ARTICLE X. AMENDMENTS

These By Laws may be amended, but only by a two-thirds (2/3) vote of the Board of Directors present in person at an annual meeting of CENTRO, or at a special meeting called in accordance with the provisions of these By Laws after notice mailed ten (10) days before the meeting to each Board Member. Such notice to contain a copy of the proposed amendment with a precise statement of the purpose thereof.

CENTRO LEGAL, INC.
Ad hoc By-law Committee
1-21-88 11:30am

R E P O R T

Present: Martin A. Diaz, Miguel Garza, Steve Hoffmeyer,
Wes Iijima.

The committee met to review the current By-Laws and discuss proposed modifications. Upon completion of the discussion the committee recommends the following action.

ARTICLE III SECTION B: Composition and Election of Board of
Director (2nd paragraph)

Each Director of the Board shall represent one of four categories: Community, Organizational, Attorney and at-large. The twelve-Director Board shall consist of at least 2 persons from the following categories: The Community served by CENTRO, representatives of community-based organizations which serve low-income, distressed or under privileged persons, Minnesota Licensed attorney, and, at large.

Rationale:- The By-law change is proposed to correct an ambiguity between the first sentence and the second sentence of this paragraph. The first sentence listed 3 categories of board membership. The second sentence listed four categories (at large was added). It is the belief of the By-law committee that Centro Legal will be benefited by including at-large as a category.

ARTICLE III, SECTION E: Meetings and Quorum (last sentence).

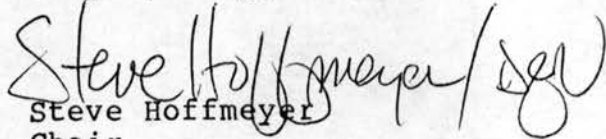
Fifty percent of the active voting members of the board shall constitute a quorum and can conduct business. In event of an odd number of active board members the fraction (in determining quorum) will be disregarded.

Rationale:- Present By-law requires seven (7) voting members in order to constitute a quorum. The committee views a specific number as unduly restrictive given the possibility of inactive members which could impede Board action until replacement members are elected.

The proposed change substitutes a set number of total members for a percentage of active members, in order to determine quorum.

Being no further business, the meeting was adjourned at 12:30 pm.

Respectfully,


Steve Hoffmeyer
Chair